

Helping a Friend by cwebster2

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Summary: Most of the Party is gone for the summer, and those left behind need a little help coping. El has a helpful suggestion that just might work. *Smut Warning - Don't like, don't read.*

1. Chapter 1

Smut warning: This story contains it. Don't like, don't read.

How much? Don't know, this is the first time I've ever tried writing smut. How explicit? Not sure, see question one.

Mike Wheeler was in a foul mood. It was a Friday, at the end of July - peak summer vacation - and he was stuck in Hawkins by himself. Dustin was spending the summer as a camp counselor. Lucas was off at a training retreat with the football team. Will wasn't due to come visit for another few weeks; right now, he was spending time down in Indianapolis with his dad. While Mike was happy for Will, that Lonni decided to actually take more of an interest in his son's life after the disappearance, at the moment it was just one more person missing from his life.

The worst was El. This was the second summer now, since Joyce had moved her along with the rest of the Byers family and they had come to terms with the distance. It seemed to be the defining characteristic of their relationship, spending more time separated than together. This summer was supposed to be different, though. Right now, El was up in Chicago for a month at a creative writing summer class. They had both applied to the program, thinking it would mean a chance to be together, on their own, for a good chunk of the summer. Mike had been crushed when his application had been rejected, on the grounds that the selection committee felt he leaned too heavily on science fiction and fantasy, and were of the opinion that those genres have no place in modern literature. El had offered to give up her place in the program as well, but Mike had refused to let her pass up the opportunity. The fact that she had made it into the competitive program, when only a few years earlier her vocabulary had consisted of one-word phrases, was nothing short of incredible. While it had been yet another painful blow, she was coming to visit as soon as the program was done and he knew down to the hour when she would be back.

The only other member of the Party left in town was Max, but he hadn't reached out to her yet. Mike was sure she was probably just as

bored as he was, but he still felt weird about trying to get together with her to hang out. Once El had been back in his life after her year in hiding, he had realized how stupid and unfair his grudge against Max had been, and promptly dropped it. He had accepted her willingly into the Party, agreeing that anyone who faced down a demogorgon was a member for life. Then, he blew their newfound truce all to pieces again, when they fought over what was too much to ask of El, and how his relationship with her should be handled. They had come to an understanding afterward, and she had been instrumental in helping patch things up with El, but things always felt tense. He was friendly with her when everyone else was around, but somehow his guilt over the way he had handled things left him awkward and tongue-tied when there was a moment just the two of them.

Mike looked up at the clock, and was surprised to realize how late it was already. It was only a few minutes before 7:00, and he knew El would be calling soon, as she had every night since she left. He headed up to his room and closed the door, locking it behind him for some privacy. Holly was playing down in the basement, and his parents were parked in front of the television down in the living room, so he had the whole upstairs to himself for now. Mike sat down on his bed to wait, knowing any second now he would feel her enter his mind as she reached out to him through the void.

"Mike?" she whispered, her voice ringing clearly in his head.

"El!" he smiled back. "I missed you."

Before she left for Chicago, they had talked about how best to keep in touch through the summer. The radios would reach alright, but they gave no privacy. Long-distance phone calls would have quickly eaten through what little birthday and holiday money they had saved up, and El liked to be able to see Mike when she talked to him. While it had taken months for her powers to finally return, there was a comforting familiarity in using them to contact Mike, and it made her feel just a little less homesick. While that benefit was one-sided, Mike still relished in the feeling of her presence, not as good as her actually being in the room with him, but a close second.

"How were classes today?" Mike asked, always loving how excited she

would get describing the program and all the work she was doing.

She spent the next few minutes describing the day's lessons, and laying out her ideas for the short story she was assigned to write over the weekend. She had a good start, but was still looking at spending all of Saturday, and probably Sunday morning, getting a first draft together and then Sunday afternoon in the library typing it up at one of the word processors.

"How about you?" she asked, a touch of concern in her voice. "How are you doing?"

She knew the separation was always hardest over the summer, with no school to distract them. That was now compounded with the disappointment of not making it into the program, when he had been the one to find it and propose the idea in the first place. Given the fact that pretty much everyone else was gone too, she was feeling just a little guilty.

"It's alright," he said, quite unconvincingly. "I took Holly to the pool today. And I went for a run out to the quarry and back."

"Have you hung out with Max at all?" she asked, already knowing the answer but trying to broach the subject. "She's just as bored with everyone gone."

Mike gave a puzzled 'are you serious?' look.

"I'm serious, Mike. With everyone else gone, you guys should hang out. Ask her to a movie or something."

"Isn't that kind of weird?" Mike asked. "Like, if it's only the two of us...I don't know...that feels like I'm cheating on you or something."

El sighed at how cute, thoughtful, and all around dumb her boyfriend could be sometimes.

"Mike," she teased. "It's not cheating if I know about it, especially if I'm the one telling you to do it. It's just to friends who are trying to not be alone for a few hours."

"I don't know, it still feels odd, somehow."

She could see on his face the real reason for his hesitation. It had only taken her a day after first meeting, to put aside her mistaken feelings about Max and accept her as the girl who had quickly become her best-friend. Mike, on the other hand, still carried around guilt about how he had treated her those first few days, and still hadn't figured out quite how to make amends for it. Then, a year later, the two of them had fought bitterly over how El and her powers should be treated. She forgave both of them right away, recognizing that they each wanted what was best for her. Again, things had been fine with Max right away, while Mike carried even more guilt.

"Mike, I understand. I do. Maybe this would be a chance for you guys to work things out. Without the rest of us there, you guys could actually talk things through. I would love it if my boyfriend and my best-friend were more comfortable around each other."

El stepped forward through the void and settled down next to Mike on his bed, putting an arm around him. He soaked up the feeling, one he could never fully describe. When she made contact with him through her mind, wherever she touched felt warm, soft, and almost electrically charged. He sighed and leaned into her, suddenly missing her in a more physical sense. The night before she went home, after visiting at Spring break, El had snuck over from Max's house to be with him. They had made love, slow and gentle - not their first time, but perhaps their most intense - and then held each other for hours before she had to sneak back. Remembering it now, he felt a familiar stiffening in his boxers, tenting out the loose shorts he was wearing.

"She could probably help you out with that, too." El offered, placing a hand on his growing shaft and feeling the heat across the distance, as Mike felt the sudden appearance of her touch.

"Okay, now I KNOW you're joking," Mike laughed. "How would that not be cheating on you?"

El had to admit to herself, not for the first time, that she probably had unusual opinions about relationships. She had already hit puberty before she was even aware of boys and girls and the complicated relationships that wove between them. She had formed the ideas that felt logical to herself, without the influence of a

childhood full of preconceived notions.

"Because I don't think it would be." she offered gently, knowing he didn't yet see it from her perspective. "If it were just some random girl you met, or you were going around doing it in secret, then yes, that would be cheating. But she's your friend, and my best-friend. We've all been through a lot together. And I know, if something were to happen between the two of you, you're not going to suddenly fall in love with her; you're not going to leave me for her. And when the two of us are back together, it's not something that will keep happening. I'm horny all the time, so I know you are too. Taking care of your needs all by yourself can only do so much. Believe me, I know," she giggled. "But if two friends get lonely, and need to help each other out a bit, I really don't think it's a problem."

Mike looked up, stunned by both the offer his girlfriend was making, and the unbelievable amount of sense it made. He wasn't sure it was something he wanted - he'd never even really allowed himself to think about Max in that way, and she probably wouldn't be interested in him anyway - but he realized maybe it wasn't a terrible idea. Suddenly, another thought came to mind, and El could practically read the question on his face.

"No, Mike," she laughed. "I don't have a friend here or back home that I've been messing around with. Like I said, if it was some random stranger, someone you didn't know and trust, and especially if we hadn't discussed it first, that would definitely be cheating. I've been taking care of myself, just like I'm sure you have."

Mike blushed at the knowing accusation. Of course he had, sometimes twice a day, whenever they were apart. Like usual, he was probably going to masturbate as soon as she broke the connection for the night.

"Besides," she continued. "Most of the guys in the program are pretentious assholes who think they're about to write the next great American novel and change the face of literature. The stuff you write for a D&D campaign in an afternoon is better than most of the stuff they've been presenting here."

Mike blushed at the complement, affirming that his exclusion from

the program had been about politics and opinion rather than ability.

"But seriously, Mike. Think about it, really. I don't just mean the sex stuff, I mean even just hanging out. I think it would do you both a lot of good to get together and clear the air, and not just be moping around alone. Take her to a movie, or dinner, or just go for a walk or something. And if you guys somehow wind up fooling around, enjoy yourselves; get the relief you need."

"...and then you can tell me all about it when I get home," she added, her voice taking on a more suggestive tone.

El had to admit, she had only been making the offer to help Mike and Max not feel quite so alone and frustrated while everyone was gone. But as she laid out the idea, she had found herself somehow growing excited at the idea that she was pushing Mike, temporarily, into another girl's arms. A familiar tingling heat grew between her legs.

"Mike, are you alone right now?" El asked, unable to take in the surroundings beyond his bedroom.

"Yeah. I mean, my parents and Holly are home, but they're all downstairs. And even if they come up, my door is locked. Why?"

"I have something I want to try. I don't know if it will work, but will you find out with me?"

"Of course," Mike agreed, wondering just where she might be going with this sudden shift in the conversation.

"I'm going to go, just for a minute, and then I'll be back. Wait right here," she instructed.

Mike felt her presence fade out of his mind, leaving an empty hole in its wake. Normally, her departure left him feeling hollow, counting down the hours until she would visit again. This time, he sat in nervous anticipation, knowing she was coming right back. In less than a minute, he felt her there again, filling his head with warmth and light.

Unexpectedly, he felt the warm electric tingle of her lips on his, soft at first then increasing in intensity. She was right, it was something

they had never tried before, but the feeling was indescribable.

"So far, so good," El breathed when they separated. "Now, I know you can't see me, and I'm sorry about that, but you need to know that I'm naked right now. Will you get naked with me?"

In reply, Mike immediately started pulling off his shirt.

"Whoa, slow down," El laughed, placing a gentle hand on Mike's shoulder. "Take your time."

Deciding he would have a little fun with this, Mike stood and then pointed back to his spot on the bed.

"Sit," he instructed, with no way of knowing if she actually did or not.

He then proceeded to give her a sexy little strip-tease, slowly lifting and discarding his shirt. His shorts came next, dropping them in as graceful a manner as he could, and suddenly wishing he had been wearing his tear-away track pants instead for dramatic effect, but it was way too hot for those. Finally, he turned his back to the bed, pushing at the waistband of his boxers and letting them fall to the floor. He waited a beat before turning back around, his cock hard and on full display.

El could feel a pulse between her legs as she took in the sight. Sure, she had seen it plenty of times before, but somehow it all felt new again watching him like this through the void.

She scooted to the side on the bed, though it wasn't completely necessary, and ordered him to take a seat again. She was going to have to talk him through this next part, and it would be easier if he was in one spot.

"Okay, now put your hand out," she instructed. "A little higher, palm toward the wall. Good. Now, move it forward slowly, until you feel me."

She waited, sitting very still, until his hand made contact. She knew how the touch felt to him - he had described it to her plenty - but to her, it felt nearly the same as if he were right there with her. Maybe it felt more natural to her, because all of this was happening inside

her head. The feeling was electric when he made contact, and she felt a fluttering in her stomach.

"There you go," she said. "Your hand is on my chest. Feel a little to the left, and right, I think you'll find what your looking for."

Mike grinned, finally realizing where she was going with all this. He traced his fingers lightly one direction and the other, delicately feeling the contours of her breasts as he oriented himself with the familiar landscape. He had to move slow and carefully, or his hand would pass through where she was sitting, and he would loose the feeling of contact again. His light touch only drove El more wild as each gentle brush shot another tingle up and down her spine. Suddenly, familiar with where he was, Mike leaned forward and swirled his tongue, slow and deliberate around one nipple as he gently rolled the other between two fingers. Her sopping pussy gave a twinge as she moaned his name.

"Lay back," she ordered, moving things forward before she was too far gone.

Mike complied, completely at her mercy since he couldn't see her. For a moment, he felt nothing, then, the tingling warmth wrapped around his straining cock. He had no idea how any of this was even possible, but he didn't really care. Though she could touch, but not really interact with him, she had to be more careful and precise in her movements. All the same, Mike could distinctly feel her lips wrapping his shaft, slowly raising and lowering along the length, and the warm contact of her tongue as she swirled it around the head. He leaned back and closed his eyes, reveling in the warm, tingling feeling she was inducing; it was different, to say the least, but felt amazing none the less.

She stopped for just a moment, and he could feel her making contact across his body as she shifted around. She came to rest laying on top of him, an unknown part now settled just beyond his mouth. He felt around gently, trying to orient himself, as the sensations from her lips started again, working over his cock with a renewed enthusiasm.

Realizing now how they were situated, Mike carefully pressed his tongue forward, letting the warm feeling of contact guide him

through a familiar landscape, He began to lap with long, slow strokes, around her delicate folds, and then probed deeper, hitting her most sensitive spot. He felt her moan around his cock, more audible than usual since her mouth wasn't actually full.

El began to get lost in the feeling, her mind passing back and forth between three places at once. One moment, she was right there with Mike, aware more of his room than the void. Next she would be in the void, Mike temporarily gone, as she knelt with the warm waves lapping around her knees. Her pussy was on fire, yearning for release and it was all she could do to keep her mind focused. Once or twice, she tumbled back into her own dorm, kneeling on the soft sheets on her bed. With each drop, she would quickly pull her mind all the way back to Mike, the sensations resuming.

Her breath was coming rapid and shallow, Mike's picking up speed as well. Despite not being able to see her, Mike kept his practiced tongue working her over in just the right places. His hips flexed with a mind of their own, his peak drawing near.

"El, I'm about to cum," Mike warned out of habit, though he realized it didn't much matter doing it this way.

"Mmmm," El moaned, gathering her breath to try again. "Me too."

A few more swirls of her tongue, and Mike couldn't hold back any longer.

"Mmm. El." he moaned as he came hard, firing off three thick ropes of cum, as she continued to work her lips over the shaft.

Her body stiffened and her breath caught as her own orgasm hit, pushed over by the erotic sight of bringing Mike over the edge.

"Mike," she whimpered, trying desperately to hold her hips still so his tongue could work its magic. As badly as she wanted to grind her pussy down against his eager mouth, she knew that would break the connection he had. Her breath came in quick gasps as things began to subside, feeling the warm juices running down her thighs.

"El, that was. Wow." Mike finally said, at a loss for words at the

nearly spiritual twist she had put on their intimacy.

"Mmm hmm," El agreed, still trying to find her voice.

She turned around again and settled on her side next to Mike, making as much contact as she could manage. The feeling had been incredible, and brought some much needed relief, better than taking care of herself. But at the same time, she found herself missing Mike even more. As much as she loved the thousand little ways they had discovered to pleasure each other, it was the way he would hold her afterwards that she sometimes needed the most. Wrapped up in Mike's arms left her feeling warm and safe in a way nothing else could, and it was a feeling she still needed after all this time free from the lab, to drive away the fear of ever winding up back there.

Still, she reminded herself, she was already at the halfway point in the program, and she would be back with him in two more weeks. They had survived for years, mostly apart; she could make it fourteen more days.

"I should go," she finally whispered. "I still want to get a few pages written before bed, tonight."

"Okay," Mike agreed reluctantly. "I miss you."

"I miss you, too," she said, pressing her lips to his cheek. "Think about what I said, about Max I mean."

"I will. Goodnight El. I love you."

"I love you too, Mike."

She pressed her lips to his and held on a few seconds longer, before letting the connection fade as her mind tumbled back to her dorm. She looked down at her sheets, a tangled disarray, and decided she didn't feel like straightening them out. Instead, she laid her head back on her pillow, a calm and satisfied smile on her face. It wasn't the same as in person, but she was certain they would be doing it again before she was home. Maybe even after, on nights she couldn't sneak out from Max's to see him. And certainly once she was back home with the Byers.

2. Chapter 2

Mike woke the next morning with a smile plastered on his face, remembering their discovery the night before. It was no replacement for actually holding El in his arms, but it was still an unbelievable experience and far better than another evening with his five-fingered friend. He also thought back to what she had said, about meeting up with Max and trying to push past his guilt and awkwardness around her so they could all move on. The other offer also hung in the back of his mind, but he still wasn't sure what to do with that one. For that matter, he had no way of knowing if she would even be interested in him like that. Max and Lucas had been on-again-off-again for most of the last year, but if they were currently together, they probably wouldn't have the same views on cheating that El had brought him around to. He wrestled with things over breakfast, before finally deciding to bite the bullet and pick up the phone.

"About time you called," Max teased, once Mike had identified himself.

"Yeah, um. El reminded me I wasn't completely alone in town and that maybe you'd want to hang out." he stammered.

"Are you asking if I want to hang out?" she asked, toying with him a bit since he was so flustered by the call.

"No, I mean, yes. If you want to, I mean."

"Relax Wheeler, I'm only messing with you. Yes, I'd love to hang out. What did you have in mind?"

"How about a movie?" he offered. "There's a few playing downtown that I haven't seen yet."

"Sounds good to me," she agreed. "Hold on a sec, let me grab the paper."

Mike heard her set down the phone and riffle through the newspaper until she found the local entertainment section and read off the movie times. After a little back and forth, they settled on a showing

later that afternoon.

"Want to meet up on Alder at 2:00 and we can walk there together?" Mike offered, thinking the walk would give them a chance to talk, and just maybe get past the hangups in his head.

"Sounds good, see you then," Max agreed with a smile.

Max hung up the phone, scarcely believing Mike had actually, finally, called. She'd been slowly going out of her mind with the rest of the Party gone. She and El had talked, more than once, about the hangups and guilt Mike still carried around about the way things had been at the start, and how they fell apart again two summers ago. She had assured El that she wasn't carrying any kind of grudge and considered Mike a great friend, and El had confirmed she passed that news on to Mike, but still the awkwardness hung between the two of them. "Maybe today we can finally get over that," she thought.

The other thought stewing around in her mind was an offer El had made the last time they spoke. She'd been certain her best-friend was playing some kind of weird joke when she gave a free pass for her to fool around with Mike, but El had explained her thoughts on why it wouldn't be cheating. Sometimes friends just need to help each other out. What surprised Max most about the offer, was that she found herself considering it. Sure, she knew it would probably be a bad match if she were to try to actually date Mike, and besides, she saw the way he looked at El. He only has eyes for her, and she wouldn't want to do anything to interfere with that, but it left her longing for someone to look at her that same way. All the same, she had to admit in the beginning she had been oddly attracted to Mike. It was probably because he was the only one in the Party pushing her away, rather than joining in the fight for her affection. Whatever the reasons, she found herself wondering if she would go for it, if the opportunity actually arose. She decided it probably wouldn't even come up, if Mike could barely even be in the same room with her.

Right on time, Mike met her at the corner of Alder and 13th and they started toward town. For the first few minutes, the conversation was light and inconsequential, like any other time the two had found themselves alone. All at once, Mike went silent, mulling over something in his head. Max glanced over and could see the wheels

turning, so she held her tongue and let him sort it out.

"I want to apologize," Mike began, looking down at his feet, unable to meet her eyes. "I haven't been a good friend, and I'm sorry. When we first met, I was terrible to you, always pushing you away and refusing to let you in on the things we were doing. You were new in town and needed a friend or two, and all I did was yell and tell you that you didn't belong. Then once El was back, so much was going on I never made things right, and the more time went on, the harder it seemed to figure out what to say. Then, I messed up and ruined things again. I know you wanted what was best for El, and so did I, but at the same time, I think a part of me tried to blame you for coming between us. I know that wasn't it though. Whatever happened between El and I, that was all my fault, so I want to apologize for that too. I want to make things right, now, and I want to be your friend. I'm really sorry, Max."

Max was more than a little surprised at his heartfelt outpouring, unaware of just how deep the guilt he was shouldering actually ran.

"Mike, it's okay," she reassured him. "Like I told you that night at Will's, I understood. When Lucas explained the full story, about everything that had happened, I totally got the feelings that you had for El and how much you missed her. I could see how letting me in would be like replacing her and admitting she was never coming back."

Mike took a hard swallow, remembering how it had all felt at the time; the pain through a year of not knowing.

"I never wanted to replace El back then," she went on, gently, "and I certainly don't want too now. I don't think I could replace her even if I tried. And as for what happened, yeah, we both said some things at the time because we care so much about El. I wasn't mad at you back then, and I'm not mad at you now. I just want to be your friend, too."

Mike looked up at Max again with a hopeful smile. "Yeah?"

Max returned his smile. "Yes, really."

It was such a simple exchange and required nothing more to be said.

Mike kicked himself for not getting it over with years ago. However it happened, he was relieved for it to be done, as the wall between them crumbled away. They talked more as they walked, running through the rest of the Party and exchanging what little they had heard, if any, from them. Max already knew most of what was going on with El, having had her own chats through the void.

"What about Lucas, have you heard from him?" Mike asked, curious how football camp was going.

Max slowed a little, looking down and taking a deep breath. "We broke up. Just before he left for camp."

Mike stopped. "Wait, you broke up? What happened?"

"I don't really know," she admitted. "I had thought we were doing fine and then he just dropped it out-of-the-blue. I mean, we fought sometimes, but who doesn't. I know even you and El do, but you always work it out. Like, disgustingly fast," she teased. "But Lucas, he said he felt like we were growing in different directions, and that we needed to break it off before we couldn't stand to be around each other. I know we've broken up a bunch before, over stupid stuff, but this time felt different."

Max looked down, fighting back the lump in her throat and trying to catch her breath. "I'm pretty sure it's for good this time."

"Max, I'm so sorry," Mike consoled, gently taking hold of her arm and pulling her to a stop as she tried to start walking again.

She tensed for a moment when Mike reached out and pulled her into a hug, but then slowly softened. The old Max would have fought to free herself from an embrace like that, particularly in public, but being in the Party and having a group of people who genuinely cared for her had started to soften the harsh exterior she liked to put on. Mike also seemed to have a calming effect on her, not feeling like she had to keep him at an arm's length like she did with so many other people.

Feeling a little better, both having gotten big weights off their mind, they continued on to town, talking again about lighter subjects. They

caught the movie, and went to the diner across the street for burgers afterward. Walking home, Max realized she was finally seeing the Mike that El was always going on about, and the guy he was with his friends. Mike found he was enjoying spending time with her, too. She was smart and funny and tough as nails. She could take a joke, spin it around and throw the perfect comeback. He could also see a softer side, simmering just below the surface and found himself wanting to know that Max as well.

Neither was anxious for the afternoon to end, so they headed back to Mike's house to hang out for a while. The place was quiet when Mike let them inside, and they went to the kitchen for drinks. In the middle of the counter, Mike found a note from his mom explaining where everyone had gone. Apparently Mike's parents were driving into the city to meet an old friend from high school, and they would be staying the night in Indianapolis. Since they weren't sure of Mike's plans, they let Holly spend the night over at a friends house.

"Guess we have the place to ourselves," Mike said, suddenly nervous at the thoughts poking into the back of his mind.

Max gave a smile, a hint of shyness falling over her too, realizing they were now entirely alone. They headed down to the basement with their Cokes, Max flopping onto the couch as Mike flipped on the radio for a little quiet background music. They kicked off their shoes, and Max tucked her feet up so she could turn to face Mike as they talked.

They talked about the movie and their plans for the rest of the summer, once the Party returned and Will and El came to visit. That, naturally, drifted into talking about the circumstances that had left them stranded behind while everyone else was out of town. Max wasn't into the whole summer-camp thing and didn't have any programs that interested her. She had been as shocked as everyone when Mike hadn't made it into the writing program with El, and tried to reassure him that someone's backward opinions were the only possible reason for him being excluded. While she had never been able to get into D&D the way the boys did, she had still spent plenty of Saturdays listening from the sidelines and getting wrapped up in the narratives Mike had crafted for their sessions.

As the evening wore on and the conversation grew deeper, both found themselves stunned at how much they connected, now that Mike had torn down the wall he had been propping up for the last few years. Each time the conversation lulled, they couldn't help but think back to El's suggestion. In an innocent move, Mike reached out and brushed a lock of her fiery red hair away from her face and tucked it gently behind her ear. A silence fell over the basement as the quiet intimacy of the move sank in. Finally unable to take it any longer, Max decided to float the idea out and see what might happen.

"Mike, El said something kind of weird to me, the last time we talked." she began.

"She does that sometimes," Mike joked, trying to cover his nerves and suddenly wondering if El had given her the same permission she had given him the night before.

"She said, if we're lonely with everyone gone..." She stopped and looked down, suddenly worrying about the embarrassment that would come if she was reading the situation wrong.

"We should help each other out?" Mike asked, finishing the thought.

Max looked up and nodded shyly, "Is it crazy?"

"I don't know," Mike said, giving a non-committal shrug. His face told the full story; he agreed it was crazy, maybe even a bad idea in the long run, but he was interested.

Deciding to just plunge in and let the chips fall where they may, Max made the offer. "Look. I'm lonely and your lonely. I'm horny and you're a teenage boy, so horny is pretty much a constant state. Do you want to make out, and see what happens? I'm not saying we have to fuck, or even lead to...anything else, but just see?"

In answer, Mike pulled his feet up so they were both cross-legged on the couch, and turned to face her. It was weird to even be contemplating it, but at the same time, something felt oddly natural as their heads slowly leaned toward one another. Inches apart, their eyes slide closed as they continued forward, their lips making gentle contact. It lasted only a second, a spark of something passing

between them, before they pulled back and opened their eyes, each searching the others face for either reassurance or disappointment.

Seeing the smile that crossed her lips, Mike leaned in again, bringing a hand softly to Max's cheek as he pressed his lips to hers. One kiss led to another as they inched forward into each others arms. Lips parted and tongues danced, their hearts pounding and breaths coming shallow.

"Holy shit," Max breathed as they finally parted.

"Yeah," Mike agreed, equally out of breath.

A fire was burning deep inside her, and Max could see that same spark glowing behind Mike's eyes as he watched her with hungry anticipation. They rose to their knees as they met again, a focused passion coordinating their moves. As their lips tangled, and Mike's eager hands traced slow tracks up her back, Max unfastened the buttons at the neck of Mike's polo shirt and pulled the top off over his head. While he was leaned back, giving her space to pull the shirt free of his arms, Max found herself startled at the abs and toned physique Mike hid beneath his baggy tops. Following suit, Mike grasped the hem of her lavender t-shirt and lifted it off gently, revealing her stomach, taut and smooth and a chest he could only describe as delicious.

Both thoroughly turned on by what had been revealed, their lips met again in hungry passion. Bending his head to one side, Mike focused his attention on her neck. He leaned back, pulling her down with him as he worked over her delicate flesh, alternating between gentle bites and deep kisses. His practiced lips pulled forth gentle moans, while careful to not leave marks that would need explanation. He had decided early on that if Hopper ever found a hickey on El's neck, Mike's mangled body would never be found, so he knew just the right pressure to put behind each kiss. The heated flesh of their torsos met, sweat rising unnoticed as their bodies moved against each other.

Max felt herself getting wetter with each passing moment, the familiar heat of arousal growing between her legs and quickly soaking her panties. There may be consequences later, but right now she knew she wanted more. Mike's mouth found its way back to hers

and she flexed her hips, grinding herself against the stiffness between his legs. El had been adamant - to both of them - that this was alright, almost like she wanted it to happen, and Max knew there was no turning back.

Breaking away from his lips, Max began to trail kisses down his neck and onto his chest, working her way ever downward.

"Wait," Mike said, putting a hand on her shoulder.

"Crap, he's getting cold feet," she thought.

"Ladies first," he said, sitting up and pushing her back.

"What?" she asked in surprise.

"Ladies first," he repeated, reaching for the button on her tan shorts and then looking back up at her eager face. "If this is alright," he added.

"Sure," she agreed with a smile, trying to mask her surprise. Lucas had usually been good about reciprocating oral, but not once had he ever volunteered to service her needs first.

Undoing the snap, Mike slipped her shorts down, revealing tanned, firm thighs meeting somewhere still hidden behind a damp pair of pale pink bikini-cut panties. Keeping his eyes locked on hers, Mike planted a single, soft kiss to her stomach as he hooked fingers into the waistband and began to slowly pull them downward. Max lifted her hips so they could clear the curve of her butt and he pulled them the rest of the way down her legs and off over her feet. The sight of her pussy left him aroused beyond words, soft lips hid her delicate sex, nestled beneath a short and carefully tended patch of blazing red hair.

Working his way upward again, Mike began planting kisses to her legs, first on one knee, then on the other. He continued his way upward, alternating kisses between each leg, inching closer to her pussy, now practically dripping with anticipation. Desperate for sweet relief, she almost grabbed his head to pull it the rest of the way, but she held back; it was clear he knew what he was doing. He

kissed higher, so close she could feel the faint stubble of his cheek on her delicate folds. All at once, he was kissing higher, working his way up her stomach. She was about to question what he was doing, when two hands slipped behind her back and expertly undid the clasp on her bra. Mike leaned back and Max lifted her arms, letting the bra pull away.

Mike leaned in again planting kisses in a line up from her stomach to the middle of her chest. Moving off to one side, he swirled his tongue slowly around one firm nipple, sending a spark down her back. As he pulled it into his mouth, applying a light pressure with his lips, Mike rolled her other, neglected nipple between his fingers, soft but firm.

A moan escaped Max's lips as her hands found their way to Mike's shoulders, applying a gentle pressure and urging him downward. She needed him, feeling something more than an urgency for release. Taking the hint, Mike shifted his body lower and settled his face between her legs. After drinking in the beautiful sight laid before him, Mike set to work. Spreading her delicate lips, Mike slipped his tongue in and drew it slowly up the length of her, from bottom to top. Stretching his eager tongue long and firm, he licked away at her pussy, while running a thumb teasingly across her clit.

The hitch in her breath and rise of her hips let Mike know he was on the right track. If they were helping each other out with a little friendly relief, he wanted to make sure she was getting exactly what she needed from him. Moving his attention upward, Mike brought his tongue across her clit in long, slow strokes, circling the delicate target with the tip, then crossing over with a wide, flat stroke. Hearing her breath quickening and her hips rising in an increasing rhythm to meet his eager mouth, Mike slipped a finger into her slick pussy and felt her tight muscles contract around the digit.

"Two," she breathed, urging him onward.

Slipping a second finger in alongside the first, he curled them upward, stroking the delicate walls of her pussy. She could feel her climax building as Mike drew back his tongue and planted his whole mouth around her clit, sucking lightly at the engorged nub. Between his fingers and his mouth, she was so close, her body begging for release.

"Mike," she breathed. "Almost...Just keep..."

She was incapable of getting out a thought as her breath came more rapid still. Mike curled the fingers he had buried deep inside her, holding his thumb firm against her vestibule for a little more pressure. He bit ever so gently at the base of her clit as his tongue passed over the top again, and Max spilled over the edge. Her breath caught in her throat and she arched her back, her orgasm coursing through her. The muscles of her pussy gripped Mike's fingers tight and she ground hard against his mouth, fighting to drag the feeling out as far as it would go. Something felt different about the moment as the pleasure coursed through her, not just a release but a connection.

Finally, achingly, it began to subside and her breathing slowed. Mike withdrew his fingers, leaving her with an empty feeling she was already anxious to fill again. Sitting up between her legs, Mike licked at his lips, his face covered in her sweet juices. Max reached up to grab him by the shoulder and pulled him down, drawing his lips to her own.

"Jesus, Wheeler. No wonder El's always smiling when she's around you." she complimented with a contented sigh as they parted.

Sitting up and then pushing Mike down onto his own back, Max gave him a sly grin.

"Your turn," she said, eager to return the favor.

3. Chapter 3

"Your turn," Max said, eager to return the exquisite feelings he had just given her.

Mike settled back, letting the spitfire redhead take control. Starting where she had left off before, Max trailed a line of kisses down Mike's chest and across the firm surface of his stomach. With each kiss, she lingered just a little longer, attacked his skin with a little more force. Finally, she reached the edge of his jeans and sat up, nervous fingers working to undo first his belt and then the button. Taking a deep breath, not sure what would be waiting underneath, she grasped the waist of his pants and pulled them downward. Mike helped by lifting his hips and then each leg, helping her work the jeans free.

Returning to his hips, Max took a moment to relish in the sight laid out before her. All Mike had left on was a pair of dark blue boxers, loose fitting but still clearly showing off a bulge straining at the fabric in the middle. Knowing she was in command for the moment, she reached up and took a firm hold, palming his cock through the thin flannel and noting how wet they were with the flow of precum leaking from his shaft. He had definitely been enjoying their evening so far.

"Now or never," she thought as she grasped the waistband and pulled down his shorts, careful not to catch the elastic band on the head of his cock.

Looking up at the beast she had turned loose, Max found herself surprised at its size. In spite of her own preconceived notions, Mike was nearly as long as Lucas. What really threw her mind for a loop, though, was that he was definitely bigger around. Wrapping a hand carefully around the shaft, she stroked him a few times, the feeling bringing a satisfied grin to his face. Leaning down, she wrapped her lips around the head, sliding her tongue delicately along the tip as she did so. Mike was instantly in heaven and laid his head back, letting his eyes slide closed. He already knew he wasn't going to last long, when Max started to bob her head, letting a little more length slip into her mouth on each pass.

"Fuck," he moaned as she bottomed out, her lips reaching the base and the head hitting the back of her throat.

Mike reached down and tangled one hand in her hair, encouraging her movements and steadying the feelings rising quickly in his groin. Max smiled around his shaft, pleased she was getting the desired reaction. Pulling back, she wrapped a hand around one half of his cock while working over the head with her tongue. Holding him firmly in her hand, she resumed bobbing, eliciting further sounds of pleasure with each moist stroke of her lips.

"Max, I'm almost there," Mike warned, unsure how she would want to end things and knowing time was almost up.

Max thought about it for a minute, and decided to grant Mike a first. With Lucas, she never let him cum in her mouth, a little put off by the idea. Maybe she was just feeling adventurous, or dirty, or something else, but with Mike it didn't seem so off-putting. Mike's breathing got shallow, his pulse racing, and Max could feel him swelling between her lips. Removing her hand, she dropped her mouth deep and held it there as Mike came hard, firing two thick shots down her throat, followed by another two as she pulled back, trying to swallow and catch her breath.

"Max," he moaned, breathless. "Max, that was fantastic."

He wrapped an arm around her shoulder, and pulled her up to lay beside him on the couch. She settled at his side, her body half-draped over his, a content smile on her face. She swallowed hard again, clearing a little more of his cum from her mouth. It had been salty and thick, but not unpleasant. She'd never admit it out loud, but she actually kind of liked it. A moment later, Mike's lips were pressed to hers again, his tongue sliding gently along her own. He could taste himself on her and he felt another pulsing twinge run through his stomach.

"Thank you," he whispered. "I didn't realize how much I needed that."

Max smiled up at him. "I needed it too. Thanks."

Mike laid there, feeling at the same time incredibly vulnerable, and

yet safe. He wrapped his arms tighter around her, playing with her hair and planting a kiss on her forehead. "I've needed this, too."

Max knew what he meant, and she was feeling it too. They lay there in the silent basement, each lost in thought about what had happened, knowing they had crossed over a line they couldn't go back across, each realizing they also wanted more. Their breathing slowed, their skin cooled, but the fire inside kept rising again as Max's fingers traced lazy circles on Mike's stomach. She wrestled with a decision but finally decided to dive in. Looking up, she kissed him again, long and deep.

"I think I want to. All the way." she said, a little nervous.

"I'll go get a condom." Mike answered, having come to the same decision.

She pulled him back down as he started to slide off the couch. "Wait. I'm on the pill, we're both clean. I kind of want to do it without, if you're okay with that."

"Of course," Mike agreed.

"Only, one thing. I've..." she paused, looking away before she finished, lowering her voice and trailing off, "never actually had sex before."

"What?" Mike asked in surprise.

Embarrassed and insecure, she lashed out. "What? You didn't hear me or don't know what I mean?" she asked, starting to sit up.

"Hey, it's okay," he soothed, pulling her back into his arms. "I'm just surprised is all. I thought you and Lucas had. A while ago."

"Yeah, well, we never did." she admitted, softening again. "Don't get me wrong, we've done plenty else, we just never did...it. I wanted to, but I think Lucas was worried about getting me pregnant; worried the pill wouldn't work or something."

"Are you sure you want me? As your first, I mean?"

Max shrugged, "Look, I've never pictured my first time being some magical event, honestly this is already shaping up better than I had expected. And you've been really sweet to me today, and you seem to know what you're doing. So yeah."

Mike thought about it for a moment, then sat up. Taking her hand, Mike stood and said "Come with me, up to my room."

She gave him a puzzled look, so he went on. "You may not have some magical picture in your head, but you deserve something better than a dingy old couch in the basement."

They gathered their clothes and crept quickly through the darkened house and up to Mike's room. Even though there was no chance of them being seen, there was an odd sort of thrill in sprinting naked up the stairs. Max actually found herself on the verge of laughter as Mike shut his bedroom door and twisted the lock for good measure. Turning on his desk lamp, Mike looked around his room, glad he had taken the time to clean it that morning.

He found himself relieved, once again, that his parents had replaced his old bunk-bed with a more age-appropriate double, two Christmases ago. It had only been in his room a few days when he and El made love for the first time there. It wasn't something they had planned, she had simply slipped into his room in the middle of the night, before she was to head back to the Byers that first Christmas after they moved. One thing had led naturally to another and they christened his new bed and solidified their relationship in another new, and exciting way. Now, another virginity was about to be lost, a new connection to be made.

Knowing they needed to work back into the mood, Mike pulled Max into his arms. Settling back on the bed, he kissed her slow and deep, letting the heat rise between them again. He traced his fingers slowly down her side and around her hip, bringing his hand to rest at the cleft between her thighs. After stroking his fingertips gently across her soft lips, he dipped a finger inside, eliciting a moan. She was getting wetter by the minute, and more nervous as well. As they kissed, he alternated his focus, first giving his attention to her sensitive nub and then sinking two fingers deeper, thrusting gently in her slippery cunt.

"Ready?" Mike asked, sensing her building apprehension.

She nodded, biting at the corner of her lip. Mike positioned himself between her legs, grabbing hold of his cock and sliding the head up and down the length of her pussy, eliciting murmurs of pleasure as Max prepared for what was to come. Placing the head against the entrance to her vagina, Mike looked deep into her sparkling blue eyes, making sure she was actually ready to take that step. She gave him a small nod and Mike pushed forward, slowly. He eased his way in, a little at a time with each thrust, and before she knew it, Mike was buried all the way in. She felt unbelievably full, far better than fingers or a tongue.

Mike couldn't believe how tight she was, the walls of her pussy gripping him firmly as he began to withdraw and thrust back. After a few slow thrusts, her body getting used to the feeling, Max started lifting her hips to meet him, matching Mike's pace. Mike watched her face closely, trying to read her needs, gauging when to go faster, when to slow back. Her orgasm came on, sudden and unexpectedly, catching a breath in her throat as her whole body came alive. She had been lightly tracing lines on Mike's back when it hit, and she found her fingers curling in response, nails digging into his flesh. It hurt, but in a fantastic way that spurred him onward, thrusting harder and pulling her through that first cum.

As her breathing slowed, so did Mike's thrusts, unsure if she wanted to be done, or to keep going. While he would be disappointed if she wanted to stop, he wasn't about to push. Before he could ask, Max wrapped her legs around his hips, pulling his cock deeper into her soaked pussy. She wanted as much of him as possible, and she didn't want to let him go. Mike picked up the pace again, happily deciding she wanted to go another round. Leaning his head down, Mike pressed his lips to hers, before dropping down to nibble at her neck, working down across her collarbone and finally settling his eager mouth on one perfect breast.

"Mike," she moaned as he rolled a nipple gently between his lips. "Do that again."

Happy to comply, Mike put a little more pressure behind his lips this time, giving the engorged nub a gentle bite. In response, her claws

found their way into his back again, resulting in Mike thrusting harder and faster still. The heat rose between them, sweaty bodies moving against one another, desperate to merge and become one. Settling into a rhythm, Mike pounded hard against her pussy, eliciting a moan with each thrust. His pubic bone bore down on her clitoris, quickly pulling her back up toward the peak.

"Mike," she gasped. "Harder."

He complied, slipping a hand around her hips, pulling her up to him with each thrust, pulling a deeper moan from her lips.

"Mike. Almost. Harder. Please." She was so close, her toes beginning to curl. She dug in her nails, pulling him down as tight as she could. "Fuck me harder," she growled.

Leaning back slightly, Mike slipped a hand down between them, his fingers finding her clit, working it swiftly as she neared her peak.

"Mike." she panted, "Mike. Right there. Don't stop."

"Mike!" she moaned, practically a scream as she crested, her body bucking wildly under him.

He took hold of her hips again, pulling her tight, trusting hard, so close himself.

"Max. I'm there," he moaned as she pulled him tighter still.

He fired deep in her pussy, splashing her cunt with his thick cum. A second shot followed the first, then a third. With nowhere to go, it began to leak out around his cock, her quivering pussy gripping him tight, milking him to completion. As their breathing slowed, Mike pulled out slowly, leaving her feeling empty, but oh so wonderful. He lay down beside her, pulling her close, planting slow, gentle kisses to her lips as the feelings ebbed away. She curled up tight to him, resting her head on his chest.

"Thank you." she whispered with a sniffle, tears misting her eyes.

"Hey, it's okay," Mike soothed, pulling her closer.

"That was," she paused, letting out a little laugh and wiping at her eyes. "That was actually just a little bit magical. Don't let that go to your head. Nerd."

It was Mike's turn to laugh as he planted a kiss to the top of her head. "Thank you. I needed that, too."

100 miles away, El sat on the bed in her dorm room. The sheets under her ass were soaked, but she barely noticed. Her mind was far away, presently in Mike Wheeler's bedroom. She knelt in the warm, shallow waves of the void, naked and drinking in the scene before her. She had already cum three times, and though the couple before her had found their relief, she needed just one more. El had two fingers buried deep in her sopping pussy - both in the void and back in her dorm - while her other hand worked feverishly at her clit.

She knew a normal girlfriend would be furious at what she had just witnessed, calling it a betrayal from both her boyfriend and best-friend. Instead, all she felt was a fiery love for two people who meant everything to her. Watching them together had been beautiful and erotic. She was happy they had been able to find comfort in each other and that they would finally be able to move past the tension that had been between them from the beginning. Where other girls would be raging with jealousy, El instead felt how incredibly lucky she was to have a boyfriend who could read a girl's needs and fulfill them in spectacular fashion; if anything, she felt immense pride at what he had been able to do for Max.

El plunged her fingers deeper, flexing the tips against the delicate walls of her pussy as she felt her body building to another crescendo. Her breath was coming in shallow gasps as her fingers danced rapidly across her clit. The moment was coming on strong as she let her mind replay everything she had seen that night in the Wheeler house. Another flick of her fingers, another gasping breath and she was there.

"Mmmm. Mike." she moaned low, nearly a growl.

Her juices splashed across her hands as she bucked hard against her fingers, dragging out the moment as long as she could. Finally, it

subsided and she felt her breath returning to normal. She had meant what she said, when she told Mike this wasn't meant to be a regular thing, just friends helping each other out when no one was around. Now, as she watched Mike press his lips to Max's once more while they began to fall asleep in each others arms, El knew that wouldn't be the case.

When she got home, the three of them were going to do it all together.

4. Chapter 4

Waking an hour later, with his arms still wrapped tightly around Max, Mike found himself lost in a conflicted bliss. On the one hand, he felt the satisfied relief he had so desperately needed. On the other, he found himself feeling a connection to Max that he was sure went beyond what El had intended when she first made the offer. He loved El, there was no doubt in his mind about that, but something felt so right with Max, too. He decided he would just have to wait and see how things played out over the next few weeks before he let himself get too stressed about things.

Knowing she had to get home before there would be awkward questions to answer, Mike gently roused Max from her peaceful slumber with a kiss to her cheek. After freshening up and pulling back on their clothes, Mike walked Max home through quiet streets darkened by twilight.

"I had a good time with you today," Mike admitted, awkwardly.

Max gave him an amused look, guessing at which part had been his favorite.

"Not just that," Mike clarified with a smile. "I mean the whole afternoon. I'm sorry, again, for how much of a jerk I was before. And thank you for giving me a chance at being a better friend."

"You're a better guy than you give yourself credit for, Mike," Max complimented as she reached her front door. "And for the record, I had a good time too," she admitted with a blush.

Glancing up and down the street, Max leaned in and pressed a quick kiss to Mike's lips before ducking inside her house. Mike walked home with a contented smile plastered to his face, relieved he didn't run into anyone he knew. Somewhere in the deep recesses of his mind, there was still the worry that this was some kind of test from El, but for the moment, Mike decided that was a problem for another time.

The next day, Mike called Max up to see if she wanted to hang out

and they agreed to meet up for an afternoon walk in the woods. It was nothing special and nothing particularly out of the ordinary; the sort of activity the whole party would have done together, if they were in town. While they were both initially nervous that crossing such an intimate line might disrupt their new-found harmony, that didn't seem to be the case. While the old wall between them remained down, their inmate activities didn't seem to affect the rest of their interactions.

For a while, nothing else happened between them outside what would normally be acceptable between friends. On one particularly hot day, Mike asked if Max was interested in going swimming. She was hesitant at first, the public pool in town still too much of a painful reminder of Billy.

"What about the quarry?" Mike offered. "Hardly anyone goes out there. And even if they do, there's a lot of room to spread out."

Max thought it sounded like a great idea, and they agreed to meet at Mike's house an hour later. She was quieter than usual on the walk out to the pond, though Mike couldn't tell if there was something on her mind or if she was just enjoying the peace as they made their way through the woods. She perked up a little when they got to the water's edge and found a spot to set down their towels where they wouldn't get muddy or soaked. Pulling off his t-shirt, Mike turned to set it down next to his towel. Turning back to Max, his breath caught in his throat as she shrugged her way out of her shorts and pulled her own shirt off. Where Mike had been expecting her usual light-blue one-piece, he was startled to find she was instead wearing a pink bikini that left little to the imagination.

She had picked the more revealing suit, because she wanted more of an all-over tan; at least that's what she tried to tell herself. In truth, she had dug out the suit her mother didn't know about, because she wanted Mike to see her in it. The look on his face confirmed she had made the right call.

"Last one in buys ice cream later," Max teased, already dashing for the water.

Following barely a step behind, Mike couldn't help but glance down

with a smile at her tight butt, barely concealed behind the thin pink fabric. Moments later, they were diving into the chilly water, his growing desire cooling down again. For a while, they had the pond to themselves and they alternated between short races, splash fights and generally bobbing around in the shallow water. Eventually, needing a break, they pulled themselves up onto a rock set a little way off shore and dangled their feet in the water. By then, they were no longer alone, a father having shown up with his daughter who he was now giving a swimming lesson. They watched in silence for a while, catching their breath and letting the sun bring some warmth back into their skin. All at once, Mike heard Max sniffle, and looked over in time to see her wipe away a tear starting to run down her cheek.

"Max? What's wrong?" Mike asked, suddenly concerned.

"Nothing, the sun is just making my eyes water," she responded quickly, trying to stuff down her feelings and put back on her usual tough-girl exterior. "Let's swim some more."

"Max, it's alright," Mike said, putting a hand on her shoulder. "What is it? You've been pretty quiet on the walk over, too. What's going on."

Knowing he wouldn't let up until he got the story out of her, Max relented and settled back onto the rock. Mike listened as she explained how, right after they had agreed to meet up to go swimming, she had received a phone call from her dad out in California. He had been trying to scrape together the money and time off from work to fly out and spend a few days with her in Chicago, just the two of them. She had known it was a long shot when he first proposed the idea back in March, but it had still been a letdown when he called to say that it wasn't going to work out this summer. She believed him when he said how sorry he was, but it didn't make it hurt any less. As much as she liked to pretend she didn't need anyone, she still missed her dad.

She could feel the tears coming back, but for once, she didn't feel like she had to fight them off. Leaning her head against Mike's chest, while he put a comforting arm around her shoulder, Max let the tears fall. She tried to press herself closer, suddenly feeling chilled. Keeping a steady arm around her shoulders, Mike slipped his other arm under her knees and pulled Max up into his lap. Folding his arms

warmly around her, he let Max cry out the hurt and frustration, rocking her gently and pressing a kiss to the top of her head. She couldn't explain it, but there was a safe feeling, being in wrapped in his arms, that left her free to be vulnerable. Once again, she could see exactly what El had always tried to describe about Mike.

After she was feeling a little better, and after one more round in the water, the pair dried off and headed back to Mike's house. The basement was mercifully cool as the weather outside topped 90 degrees and they opted to stay in for the afternoon. They were in the middle of a round cards when Mike's mom yelled down the basement steps.

"Mike, phone-call!"

"Okay!" he shouted back, setting down his cards and heading over to pick up the phone.

He knew who he hoped it was, and wasn't disappointed when the caller identified herself. For the last two days, El had only been able to talk to him for few minutes, just long enough to tell him she was buried under her current assignment. The program was winding down and the workload was increasing as they neared the end. After exchanging quick hellos, El dropped more bad news. There was a dinner and presentation being given that evening, and she wouldn't be able to talk to him at all that night. She kept apologizing for not being able to talk to him more the last few days, but Mike reassured her that it was alright. There was just over a week left, the schedule would naturally be tight, but they would be back together soon and then they could spend all the time together they wanted.

Max was there, and though she could only hear Mike's half of the conversation, she knew it wasn't good news. He held it together while they talked, but she could see him starting to crack as he hung up the phone with a pained "I love you, too."

"Everything alright?" she asked, concerned.

"It's fine." Mike answered, brushing at his eyes and trying to convince himself it was. "She has a late thing tonight, so I won't get to talk to her again."

"I miss her, Max. I know it's stupid, it's something for the program, and she'll be back here next week, but I miss her. She's always far away, I should be used to it by now, but I miss her."

She pulled him into a hug. "It's okay, Mike. It's okay to be happy for her but miss her too."

The basement suddenly felt claustrophobic, every corner feeling like it held El's presence.

"Come on, let's take a walk," Max offered, pulling him toward the door.

Outside, they wandered the streets seemingly at random, though Max had something on her mind. They kept the conversation light, dancing around the letdowns that had upset them both so much. Without realizing where she had led them, Mike suddenly found they were standing on her front porch.

"Want to come inside?" she asked. She knew her mom would be at work for another few hours, and since the divorce, it was just the two of them there, so they had the place all to themselves.

Mike nodded, hormones beginning to drag him around again. She let them inside, and took him down the hall to her room. Closing the door, she twisted the lock for good measure, and turned to face Mike, already sitting on the edge of her bed.

"So," she began hesitantly. "We haven't really talked about the other night, and I need to ask you something."

Mike gave her a questioning look, wondering if it was the same question running through his own mind.

"You love El, right?"

Mike nodded.

"You miss her? And you would never do anything to hurt her, right?" she went on. "And you know I'd never do anything to hurt her, too, right?"

Mike nodded along with each of her questions. Max took a deep breath, reaching her final question.

"Mike, do you regret what we did the other night?"

He gave it some thought, and slowly shook his head. "No, I don't. I know it's totally messed up, but outside of El, I don't think I've ever felt closer to someone than I have with you these last few days. And I don't think it has anything to do with us being stuck on our own, or the fact that we had sex. I feel something with you I can't even describe."

Max blushed at the compliment, relieved they were on the same page. "I don't want to do anything to hurt El either, and I don't regret what we did. I've never felt more safe and cared for than when I'm with you, like I don't have to hide what I'm feeling."

"Mike, are you lonely again?" she asked, throwing out that key word that allowed them permission to give into these feelings.

Mike nodded again, "Yeah, I am."

Crossing to the bed, Max straddled Mike's lap and sat down, knees on either side of his hips, and pressed her lips to his. Gone were the tentative pecks from the other night, their mouths attacking with a fiery hunger. Mike pulled her tight with one arm, working the other up the front of her shirt until he could cup her breast. Max leaned her head back with a moan as he gave the flesh a gentle squeeze, fingers caressing her soft skin. Unable to keep still, she began to flex her hips, the burning heat of her core seeking out his rapidly stiffening cock.

Both knowing what they needed, Mike and Max worked to quickly undress one another. After peeling away her shorts, Mike realized her bikini bottoms were practically soaked again, though hours had passed since they'd been swimming. Taking charge of the situation this time, Max pushed Mike onto his back and straddled his waist once again. Not wanting to wait another minute, she reached down between her legs and took hold of Mike's cock, stroking it along her dripping pussy before lining the head up with her waiting cunt. She sank down, burying his full length deep inside with a satisfied sigh.

"Max," Mike moaned, long and slow, as she began to rotate her hips, rising and falling in a slow rhythm.

She didn't want to rush things, knowing they had time right now and no way to know if they would ever have another opportunity. She also knew she had to move slow, as she could feel herself quickly approaching a first orgasm. She'd been turned on all day, ever since Mike had held her so tenderly on the rock at the quarry. If the father and daughter hadn't been there, she might have pulled his hand down to her pussy right then and there. Thinking about it now only turned her on further, and she found herself cumming, her juices spilling out around Mike's firm shaft. He held her hips tightly, helping guide her movements as her whole body shuddered, her vaginal muscles gripping him tight and then releasing, over and over.

As her breathing slowed, Max resumed riding Mike at her own pace. She leaned down, pressing her mouth hard to his, her tongue seeking out his. Leaning back again, Max rose all the way off Mike, settling her pussy lips along the underside of his cock and began to buck her hips again, sliding her wet slit along his length. She could hear his breathing begin to shallow out. Sliding herself back over the tip, she sank him deep again, groaning at how full he left her feeling.

She settled into a beat, slow and steady, pulling him toward a blissful finish. Mike gazed up at her, taking in every inch of her face. Crystal blue eyes, the dusting of freckles across her nose that matched his own, her soft pink lips, and the way her red hair fell gently over her shoulders and framed her chest.

"What?" she asked, curious about the look that had suddenly come over him.

"You're beautiful," he said, simply, raising a faint blush to her cheeks and an increased speed in her hips.

Not wanting to finish alone, Mike slid one hand around from her hip, his thumb finding its way to her sensitive clitoris. He traced long, slow circles around the nub, all the while watching her face slowly rising and falling above him.

"Max, I'm close," Mike whispered between breaths.

"Me...Me too," she agreed. "So close."

The tender satisfaction in her voice was all it took to send Mike over, his cum firing deep into her, splashing her walls and filling her with its sticky warmth. The feeling of him cumming, combined with the dreamy look in his eyes, sent Max over for a second time. She rode him hard, dragging out the feeling as long as she could until finally collapsing on his chest. They lay there panting, fighting to catch their breath, and Mike wrapped his arms protectively around her again. She felt a fluttering in her chest, and Max knew she needed to keep going. Something told her this might be her last chance, and she needed him.

"Can you keep going?" she asked, avoiding his eyes, still worried she needed him more than he needed her.

"Yes," Mike agreed, pulling her face reassuringly up to his and planting a gentle kiss to her lips.

"I want to try something different," she said, climbing off of Mike, his cock slipping wetly out of her.

Getting on her knees and then leaning forward on elbows, Max presented her waiting pussy to Mike, eager to be filled again. Understanding what she wanted, Mike knelt behind her and pressed forward, sinking in deep.

"God, Mike," she moaned. "You feel so good," she added, pressing back hard against him, meeting each thrust.

He held her tight by the hips, thrusting to meet her, driving deep as he did so. It felt like heaven, but there was something not quite right about the position.

"I need to see you," Mike said suddenly.

She looked back at him, and could tell by his face what he meant. Pulling out, Mike waited while she settled onto her back before lining up and entering her again.

"That's better," Mike said, his eyes finding their way back to hers.

Pushing her knees up toward her chest, Mike got himself deep with each thrust, eliciting deep moans and pleasure, her juices dripping around them. His own precum added to the slick feelings between them and he found himself picking up speed. The heat rose between them, burning flesh meeting as he leaned down to suck at one of her firm nipples, biting gently before moving on to the other.

"Kiss me," she said, grabbing him by the neck and pulling his face up to hers.

Wrapping her legs around his waist, pulling him in tight, Max rolled to the side until she had him on his back and she was riding him again. She was close and she knew she was going to cum hard. She realized she could put a word to how she felt about Mike, and it was one she could never speak aloud. Mike's breath grew shallow and she could feel him swelling inside her, his climax imminent. Her own was growing and she began to pant his name with each thrust.

"Mike. Mike. Mike. So good."

"Max, feel amazing. So beautiful, Max" Mike added in return.

She was so close, riding the crest of a wave, never wanting to come crashing down and yet so eager to drop.

"Max, I'm home." came a voice from the front of the house. "Are you here?"

"Shit," Max swore under her breath, clamping a hand over Mike's mouth to stifle any noises of surprise, while continuing to thrust against him, dying for release.

She gathered her breath for a moment and answered, "Yeah, I'm here. Just getting changed from swimming."

She could feel Mike moving beneath her, beginning to drop over that edge, a blissful panic in his eyes as he soaked her pussy with a warm flood of cum.

"Okay, well, they let me off early tonight so I picked up Chinese. I'll dish you up some." her mom called from the kitchen.

"Sounds good," she said between pants. "I'll be out in a minute."

She looked down at Mike, the frantic look still in his eyes as he thrust against her. Reaching up with both hands, he gave her breasts a firm squeeze, fingers pinching at her nipples as she crested the wave for herself. The bliss of the moment, combined with nearly getting caught, sent her whole body spasming and she had to press her mouth to Mike's to suppress the moans fighting to escape her lips. With agonizing slowness the feelings finally faded. As much as she wanted to curl up in his arms and sleep away the rest of the night, she knew she had to get him out of her room, fast.

"Get dressed, quick," she whispered, climbing off him and working to start cleaning herself up.

She knew she'd never get all his cum, and her own juices, out right now, but she gave a cursory pass with an old pair of panties while Mike pulled his boxers, shorts and t-shirt back on. Pulling on clothes of her own, Max looked around the room quickly and didn't spot anything else to give away the fact that Mike had been there, or what they had been up to.

"Out the window," Max said quietly, crossing the room and pulling the window open. "There's a rack of firewood you can step down on."

Mike nodded, pulling his shoes on and came over to join her at the opening, glancing out to confirm where he needed to step.

"I'm sorry she came home early," Max apologized, disappointed things had come to such an abrupt end.

"It's okay, Max," Mike consoled. "It's not your fault."

He pulled her into a warm embrace, pressing a soft kiss to her lips, before pulling away and climbing out the window. With a final glance back, he crossed to the woods behind her house, making his way down to the end of the block before emerging from the trees to walk home.

Max watched until he disappeared from sight before sadly whispering, "I love you, Mike."

5. Chapter 5

A week had gone by, and Max found herself in Mike's basement again, enjoying a few final quiet hours, just the two of them. They had gotten good at compartmentalizing their feelings, keeping things as a proper friendship when they needed to. It would become critically important once El and the rest of their friends returned and things had to go back to the way they used to be. At the very least, they were far more comfortable with each other and that former tension would no longer hang in the air when everyone got together.

After their last night together, Max's mother had become suspicious and set out a new rule that no boys were to be over at the house unless she was home. They were never sure just what tipped her off, whether she had seen or heard something, or if a neighbor had spotted Mike leaving. In any case, her house was off limits during the day and Mike's basement was no better. Karen and Holly were home the entire day, so there was no chance of things happening there, either.

They sat around the table playing Gin Rummy, Max thoroughly destroying Mike and quite proud of herself. At last count, he owed her nearly three dollars; not a large sum, to be sure, but it was more the principle of the thing. At this rate, he would be funding her next few trips to the arcade in full. If he was honest with himself, his heart wasn't really in the game, and he could see a similar distant look on Max's face. El would be back tomorrow, and they had already agreed they needed to spend the day apart to try and get their minds back into a proper place before she was there. It had been an amazing few weeks and they were sad to see it come to an end, though they had known that was the deal from the beginning. Mike couldn't deny the feelings he had from Max, something much stronger than a regular friendship. He tried to justify in his head how he could be feeling it for two people, and how to keep one or the other from getting hurt as a result.

"Mike?" Karen yelled down the stairs.

"Yeah?" he answered, abruptly pulled out of his thoughts.

"Holly and I have to run out for a minute. Your dad forgot his lunch again and we have to run it over to his office. We'll be back in 15 minutes or so, and then I can fix you guys lunch."

"Okay mom," Mike yelled back, his mind already shifting into overdrive as she pulled the basement door shut.

"Max, I need you," Mike blurted out, looking back across the table.

She was taken aback by the abrupt shift, blushing a little at his admission.

"El's back tomorrow, and I have no idea what happens next, with you and I, with El and I, with any of this. Something has happened between us that goes deeper than any of us intended, and I don't know what happens with that either. All I know is I need to hold you in my arms one more time, to let you know just how amazing you are, and how much you mean to me."

"Well, how can a girl refuse an offer like that?" she feigned, desperately trying to hide how much she needed him, too. "What did you have in mind? We don't have very long." They could already hear Karen's station wagon starting up in the driveway, so they knew the clock was ticking.

"Could I eat you out again?" Mike asked, the request more blunt than he would normally be, knowing he could probably bring her to an enjoyable climax in time.

"What about you?" she asked, not sure there would be time to do something for him as well.

"It's alright," Mike admitted, "if I can do something one last time for you, that's enough for me."

"You're really going to have to stop being so sweet to me if we're going to have any hope of getting over each other." she teased.

She thought for a moment and decided on something that should work for both of them.

"Drop your pants and lay on the couch," she ordered, already getting

excited and taking control of the situation.

Letting her shorts and panties drop to the floor, Max came over to join him, pleased to see his shaft already rising to the occasion. Mike was puzzled, knowing there wasn't time for what she seemed to have planned. He then felt like an idiot when she settled on top of him, her face near his cock and her damp pussy close to his waiting mouth. He wanted to kick himself for not thinking of it straight off.

Not wanting to waste another minute, Mike reached up and took hold of her ass, a cheek in each hand, and pulled her down to his mouth. Max let out a deep sigh as Mike's hot tongue began to slip between her folds. Eager to return to the favor, she took hold of his cock and gave the whole length a lick, starting at the base and swirling around the head as she she reached the top. This time it was Mike's turn to let out a satisfied moan as she wrapped her lips over the head and slurped his girth into her mouth. She sank as low as she could without gagging and then pulled back, working the full length of his shaft with her tongue as she did so.

Mike worked over Max's pussy with wild abandon, first running the firm tip of his tongue along her full length, starting at her clit and nearly reaching the tight rosebud of her ass before starting forward again. He would alternate long, slow laps across her engorged nub, followed by quicker, swirling flicks. Sliding one hand around so he could bring his fingers into play, Mike worked over her clit with his thumb while plunging his tongue into the tight confines of her vagina.

Unexpectedly hitting just the right rhythm, Mike brought Max to a quick orgasm. She came hard, grinding her pussy against his face and glazing him with her tangy juices. He switched to long, slow strokes of his tongue to let the moment go on as long as possible for her. Max lost herself for a moment, moaning around Mike's cock, still buried in her mouth.

Finally recovering, she pulled off and asked, "Please. Keeping going. Again?"

All too happy to comply, Mike dove back in, repeating his former circuit around her most sensitive bits. Max resumed sucking the

length of Mike's cock, licking him slowly then dragging tight lips from the base to the top. Her head bobbed up and down his shaft in time with her own pounding heartbeat. She could hear Mike's breath coming more rapid than before, his hips rising to meet the fall of her lips.

"Max!" Mike moaned into her pussy, unable to tear himself away. "Close."

A few more thrusts of his hips, driving his cock deep into Max's lips, and Mike spilled over. As she held tight to the base of his cock, keeping him from thrusting too hard and choking her, Mike fired shot after shot of hot cum into her mouth, which she swallowed just fast enough to make way for the next blast. The sensation sent her over again, harder than before, squirting her juices across his face.

They lay panting for a few seconds before Max swung herself around, planting her lips on Mike's. He could taste his own cum on her tongue, and he knew she could taste herself on his. For a quiet minute, they just lay in each others embrace.

"Whatever happens, thank you." Mike began. "I wouldn't trade these last few weeks for anything. I need you to know you mean a lot to me, way more than I ever thought possible, and I'll do everything I can to make sure this all turns out alright."

"Thank you too, Mike." she said, nuzzling her face into the crook of his neck. "I'm glad you called and asked me to that movie. These last few weeks, you've taught me a lot about myself, and maybe someday I can actually explain how, but for now just know that this time with you has meant the world to me."

Mike pulled her close, his arms warmly around her, certain this was the last time he would be able to do so. As Max let her mind drift and settle, Mike kept a cautious ear open. When he heard his mother's car pull into the driveway, they shared one final kiss, long and slow, before getting up from the couch and pulling their clothes back on. By the time Karen hollered down the stairs that she and Holly were home, they were settled at the table again, Max ready to win the rest of Mike's arcade money.

The next day, after two long months of not seeing each other, El was back in Mike's arms. She would be staying with Max while she was in town, but Karen and Mike were still the ones to meet her at the bus station when she came in on the afternoon run from Chicago. Mike stood outside the station doors, watching the flood of passengers making their way out to the parking lot, when a familiar voice rose over the crowd.

"Mike!" El squealed, running toward him, dropping her bag at the last minute and nearly knocking him to the ground as she threw her arms around him.

Their lips met, eager to make the connection so long denied. They parted only a moment before coming together again. Their hearts overflowed and the whole world seemed to melt away around them as they held one another. Nothing felt as right, nor the world as complete, as when they were wrapped up in each other's arms.

"I missed you, so much," Mike breathed when their lips finally separated.

"I missed you, too," El said with a smile, pulling Mike tighter.

"Alright you two," Karen teased, calling the back to reality. "Ready to head home?"

Mike blushed a deep crimson, having forgotten his mom was there. He reached down and gathered El's duffel, taking her hand in his own and started off toward the car. Somewhere in the back of his mind, he knew she would ask him about Max and whether they had done anything about her offer, but he did his best to suppress those thoughts for the moment. Right now, he was back with the girl he loved and he wanted to savor every moment.

Back at the house, El excitedly told him everything about the program. She passed him a whole stack of typed pages - everything she had written in in the last few weeks - and asked if he would read them all and let her know what he thought. Mike readily agreed, intrigued by the bits and pieces she had told him during the nightly chats. She got to stay through dinner, but then it came time to walk her over to Max's house. While he would have much preferred her

staying with him for the two weeks she got to spend in Hawkins, he had a feeling Joyce had arranged things this way to keep a limit on what she had to know was occurring by this point.

Max met them at the door with a smile, overjoyed herself to have her best friend back, even for a little while. As El pulled her into a hug, Max's eyes met Mike's, and a brief, wistful look passed between them. They both knew this was going to be hard, going back to the way things used to be. After giving the pair a minute to say a private goodnight on the porch, Max helped El bring her bag inside as Mike started down the front steps and off toward home.

They put El's things in the guest room - in actuality Billy's old room, but redecorated to be more suitable for visitors and to clear some of the painful memories. After changing into pajamas, they settled down in Max's bed, talking for several hours and catching up as the sky darkened outside. At one point, Max turned out the lights, knowing sleep would overtake them soon enough. A few minutes later, El realized Max had drifted off, and she lay back with a smile. She was back among her friends, in the place she belonged. The Byers were her family, and she could never thank them enough for taking her in, and being so patient and kind with her, but Hawkins was still the only place that felt like home.

She lay for a long time in thought, listening to Max's slow, rhythmic breathing, and realized there was something she needed to do. Slipping silently out of bed, careful not to disturb her friend, El pulled on her shoes and slipped open the window. She looked down at what she was wearing - sleep-shorts and a tank-top with no bra - and decided it was probably fine for going out in the dark of night. She followed the all-too-familiar route to Mike's and was happy to find the house dark and still. With practiced silence, she twisted open the lock on the front door and slipped inside, securing it again as she stealthily made her way up the stairs and down the hall to Mike's room.

Stepping out of her shoes, El crawled into Mike's bed and curled against his warmth, brushing away the chill of the night.

"You came," he whispered, wrapping his arms around her.

She hadn't given him a heads up like she often did, but he still had no doubt she would find her way to him that night. He had waited up, watching the clock slowly click past 10:00, 10:30, and 11:00, but he had known she would be there eventually.

"I missed you, alright," she confessed. "I've only been here a few hours, and I already know how much I'm going to miss you when I have to go back."

"I know," Mike admitted. "This gets harder every time." Then he added, "But like we keep saying, each time is one less time we have to say goodbye, until we can be together for good."

She smiled at the thought. It was still a couple years off, but they had already talked about college and the fact that wherever they went, they were going together. They were getting apartment together, and no one was ever going to keep them apart again. Her lips found their way to his, her fingers tracing gentle lines across his chest. She needed him, in a physical sense to be sure, but the longing went deeper than that. He completed her in a way she couldn't ever put to words, but one that made her feel safe and whole.

Their kisses slowly grew in passion, lips parting and tongues passing gently along one another. Mike relieved El of her top and her shorts, surprised to find no panties beneath. She blushed in the darkness, knowing even when she had gotten dressed for bed over at Max's that she would be making this trip. El helped Mike out of his boxers, a pair she had already decided she was taking with her when she left. She already had several pairs, and it was a guilty pleasure of hers, wearing them in the night when she missed him. Sure, she had a few stolen t-shirts as well, but something about the boxers felt dangerous.

Laying in the cool air of his room, illuminated by the soft blue glow of his clock, Mike gazed lovingly down at El. In one smooth motion he slipped inside her, sinking deep and eliciting a moan from El, which she contained with a bite to her lower lip. They would find time later for noisier, more impassioned intimacy, but for now they both knew they had to keep quiet so they didn't raise his parent's suspicion. Beyond sex, they craved the connection, a moment all too brief, where they could be as close to one another as possible. They made love with long, slow strokes, each one sending charges running

through them. El came quickly the first time, her pussy milking Mike's cock as the feelings exploded in her abdomen, and Mike continued his well-practiced thrusts, helping drag out the moment and then begin pulling her up the hill again.

She wrapped her legs tightly around Mike's waist, pulling him down to her, pulling herself up to him. She kissed along his jaw, his neck, his collarbone. She nibbled lightly at his ear, pulling moans of his own from his lips. Her hands on his back, she could feel each muscle tensing and releasing beneath her fingers as he thrust. His breathing changed, quicker and shallow, and knew he was getting close. She shifted her hips, getting just the right contact against her clit, feeling her own orgasm deliciously close.

"El!" Mike breathed, barely a whisper as he pushed back against her.

That first warm, thick shot of cum splashed in her pussy, coating her cervix and sending shivers up her spine. A second stream, bigger and more forceful than the first, hit her again, beginning to fill the space and squeeze its way out. A third shot, accompanied by a deep, sustained thrust, sent her over the edge and El came again, hard. She pressed her face deep into Mike's neck, moaning softly as the pleasure raced through her.

"I love you, El," Mike whispered into the darkness, pulling her close as their breathing slowed.

"I love you too, Mike", she answered softly, curled up against him.

His arms were safe and warm; Mike Wheeler was her home, and she needed to ensure that would always be the case. She had a question - one she knew at least part of the answer for - and she had to make sure he could be trusted.

"Can I ask you something?" El began, her fingers drawing slow circles on his chest.

"Always," Mike answered, somehow knowing what was about to come. Despite it being her idea, he still had a sinking fear it had all been some elaborate test he had failed miserably. All the same, he and Max had agreed they would both be completely honest with her

and deal with whatever fallout might come.

"A few weeks ago, I gave you and Max permission to help each other out. Did you?"

Mike swallowed hard, took a deep breath, and nodded. "Yes. We did."

"Once? Or more?" she asked, still tracing circles with her fingers, drifting lower to his stomach.

"More than once. Three." he admitted.

"Can you tell me about them?" she asked, no hint of jealousy or anger in her voice.

So Mike started in, describing that first night in the basement, the tentative first kisses and the oral that followed. The sex that turned out to be Max's first, and how he had brought her upstairs to his bed, explaining how her first time deserved to be somewhere better than the couch. His cock betrayed him, stiffening again at the memories as Mike recounted their time together.

"What about the second time?" El asked, her heart beating faster, knowing he was about to tell her things she hadn't seen. He explained their second encounter, and the phone calls that had set them off on that course, both needing some comfort. In the middle of his description, Mike was surprised when El straddled his waist and sank herself down on his cock, slowly riding him as he continued his description.

"And the third?" she asked, her breath already quickening.

Mike was shocked, not only that she was apparently okay with what had happened, but that it seemed to excite her as well. Still, he hoped their final time together wouldn't change her feelings about the whole thing. Forcing himself to remain honest, Mike included the fact that they both wanted one last time together, knowing it would all be coming to an end and admitting some kind of feeling had grown between them that neither could explain.

El listened closely, picturing the scene as he described it. Mike laying on the couch, his cock standing at attention, his face buried in Max's

dripping pussy. Max laying atop Mike, her lips wrapped around his shaft, her head bobbing along its length. Her cunt spasming as Mike's tongue worked over her sensitive clitoris. His cock erupting its hot cum in her mouth, effortlessly swallowing each shot.

Already feeling close, El planted her hands on Mike's chest, leaning forward and grinding her hips to draw out the pleasure.

"Mike," she gasped, her body flooding with pleasure as she came again, her sweet juices flooding out, the pulsing walls of her vagina pulling Mike quickly toward his own finish.

"El. El, I'm there," Mike whispered, face flushing as he came hard, flooding her pussy with another round of cum.

They pulled each other in a tight embrace, moving against each other and dragging out the exquisite moment as long as they could.

"I love you, Mike," she said again, planting a series of slow kisses up his neck. "Thank you for telling me the truth."

"I love you too, El. Friends don't lie, right?"

She smiled, pressing her lips to his. The old saying still held the same weight for them it always had, and she truly appreciated his honesty. Mike wrapped her in his arms, holding her in that way only he could, that way that let her know she was safe, and loved, and that everything was going to be alright. Glancing at the clock, she let out a sigh; as bad as she wanted to stay, she needed to go before anyone noticed her missing.

"I have to get back to Max's." she said, a hint of regret in her voice.

"I know," he said with a resigned sigh. "Can I walk you back, at least?"

El gave a shake of her head. "I'll be alright. You know you'd never manage to sneak back in quiet enough."

She knew him all too well, so he lay back with a contented smile and watched as she pulled her clothes back on. In the dim glow of the room, he could just make out the smooth, gentle curve of her hips,

the beautiful swell of her chest, as she pulled everything back on, then knelt to slip on her shoes. Coming over to the bed, she gave him one last kiss.

"I'll see you tomorrow," she whispered. "I love you."

"I love you too, El. Welcome home."

Only after she had gone, did Mike fish around on the floor for his boxers. Not finding them, he flipped on the light, only to realize his shorts were nowhere to be found.

"Naughty girl," he thought with a grin, realizing El had stolen yet another pair.

Safely outside, and the front door locked behind her, El glanced down at herself in the moonlight. The edges of the boxers peaked out under her sleep-shorts, but it wasn't too obvious. She wanted to wear them tonight, but she knew she would have to slip back out of them in the morning before Max saw; her best friend would subject her to no end of teasing if she found out about El's habit of wearing the stolen underwear. She crossed the few blocks quickly, sneaking around to the back of Max's house and in through the window. Everything was still silent and dark as she entered the room, slipping out of her shoes and sliding back into bed. She was actually feeling just a little proud of how stealthy she could be.

"Feel better?" Max asked quietly.

"Damn," she thought, realizing she hadn't been as stealthy as she hoped.

"Yes," El admitted, blushing in the dark. "Sorry."

"El, it's okay if you want to go over and see him. I understand." Max reassured her. "Just tell me before you go, so I can cover for you if mom checks on us."

"Thanks." El whispered with a smile. "I will."

El thought for a minute, deciding whether now was the right time to quiz Max. She had been planning to do it in the morning, but realized

there was no point in waiting. Mike had told her everything, keeping perfectly honest about what had happened with Max after she made the offer. Now, she needed to know if Max could be trusted to be just as open and honest.

"Max, can I ask you something?"

She could practically feel the redhead tense up next to her, knowing what El was about to ask.

"Did you and Mike take my offer? Did you two help each other out?"

Max knew there was no point in denying anything, and she had promised Mike she would be honest if El asked.

"Yes. We did. A few times." she admitted.

"Could you tell me about it?" she asked, unsure why there was suddenly a hint of shyness in her voice; perhaps a little guilty at how excited the whole thing made her.

"Sure," Max agreed, starting in with their first time, down in the basement.

She described the gentle kisses, and how surprised she was when Mike offered to take care of her, first. She complemented El on training Mike so well in how to please a girl.

"Actually, that's all him, he just figured all that out for himself," El confided. "I was a little surprised, too."

Max smiled, continuing with her description, trying her best not to leave out any details. As she listened, El found herself getting wet again, even though she had already heard the story barely an hour before. Trying her best not to draw attention, she slipped a hand down the front of her shorts, under Mike's boxers, and traced a finger slowly along her lips, coating it in her slick juices.

Max went on, confessing how Mike had taken her up to his room, wanting her first time to be something special and how it had actually been better than she ever figured losing her virginity would be.

"What about the next time?" El asked, doing her best to hide the quickening of her breath.

"El, are you touching yourself?" Max asked, a little surprised but also oddly aroused.

"Yeah," El sheepishly admitted. "Sorry, I just couldn't help it. I can stop, if you want me to."

"No, that's alright," Max whispered. "I don't mind."

"You can too," El offered. "I don't mind either. If you want to, I mean."

Max thought about it, and decided they were already crossing so many other lines, why not this one too. In truth, she had already masturbated once that night, after realizing El had snuck out to be with Mike. As badly as she wished it were her sneaking over to see him, she was somehow still happy for them, and had cum hard picturing the two of them together.

Slipping a hand down the front of her shorts, Max continued with her tale. Their second time, over at her house, in the very bed the two of them were now laying in. Their final time, a spur of the moment 69 in Mike's basement, desperate for one last moment together.

"El, I'm really sorry if I took things to far," Max apologized. "Mike is just really sweet, and I don't know, he just made me feel safe, and cared for." She had to catch herself, having almost said 'loved' instead of 'cared for.' "I wanted to feel, just for a little while, what you have."

"Max, it's okay, it really is. I meant what I said, how I don't think that was cheating, and I'm not mad about any of it. I promise."

Max lay back with a feeling of relief, her fingers resuming their attack on her pussy. She alternated between tight swirls around her clit and plunging two fingers deep within her tight tunnel. Not knowing what came over her, Max reached out with her free hand and rested it lightly on El's arm, feeling the movements of the other girl's hand as she pleased her own pussy.

"I can't believe you guys kept going when your mom came home," El whispered, breathless.

"I think it made it better, somehow," Max said, blushing fiercely in the darkness. "I came so hard I could barely see straight."

El's fingers worked frantically, pulling herself over the edge.

"Max," she gasped, her face pulling tight, her whole body vibrating as her fingers coaxed another blissful orgasm out of her inflamed pussy.

Max could feel El's motion through the bed and the realization that her best friend was laying just inches away and coming hard at the description of the things she and Mike had done, sent her crashing over as well.

"Thank you, El," she moaned as juices splashed around her fingers, soaking her shorts. "El, I don't think I can every thank you enough for these last few weeks."

"You're welcome, Max" El whispered with a smile. "Thank you for taking care of Mike. And thank you for telling me the truth."

They lay there in silence, their breath returning to normal. Before long, El heard Max settle into the slow, steady breaths of sleep, her mind and body at peace. El smiled to herself in the darkness, her fingers still toying with her damp pussy. They had told her everything, their stories matched each other, and the things she had seen. They had been candid about the fact that they had gotten more out of the experience than simply getting-off with each other. There had been some feelings there, and that was okay as far as El was concerned. She still knew Max wasn't going to try and steal Mike away. She knew Mike wasn't going to leave her. If they still wanted to be together, with her blessing, she would allow it. But she had some conditions, ones she was certain they would agree too. Tomorrow it would be her turn to lay it all out there, and admit what parts of their story she already knew.

She closed her eyes, a blissful smile on her face, her fingers gently swirling around her clitoris as she drifted off to sleep.

6. Chapter 6

El slipped out of bed the next morning, careful not to disturb Max who was still sleeping with a contented smile. Returning to her own room, she slipped out of her shorts and then Mike's boxers, tucking them safely away in her bag to take home when she left. Wrapping up in a towel, she crossed the hall to the bathroom and spent the next few minutes under the hot spray of the shower, running over the plan in her mind one more time. She was almost certain she knew how they would both react, but there was still that hint of uncertainty tugging at her. All the same, if she was wrong, it just meant things would return to the way they had always been.

The thought of what the day might bring was quickly turning El on again, and she was momentarily tempted to redirect the spray from the shower-head to give herself a quick bit of relief. Deciding she would save the moment, letting her horniness embolden what she was about to propose, she shut off the water and stepped out, toweling the droplets from her steamy skin, happy to be rid of the grimy feeling from the Grayhound bus. After pulling on a fresh outfit she knew Mike loved, El went out to the kitchen in search of breakfast.

"Good morning sweetie," Max's mother greeted. "Sleep well?"

"Good morning." El returned with a polite smile. "I slept great."

"I'm glad you're up," she continued. "I was hoping one of you would be, before I had to take off for work. They need me for a double shift today so I won't be back until late. Probably 8:30 or 9:00. You two will be on your own for dinner, but I left money for a pizza on the fridge."

"Pizza works for me," El said, trying hard to keep the excitement out of her voice; they would have the house to themselves for the entire day.

"Would it be alright if Mike came over today?" she asked, aware of the restriction that had been put in place after the close call.

Susan thought about it for a moment before agreeing. She knew Mike and El were dating, and Joyce probably wouldn't want them left alone together, but Max would be around, so they couldn't get into too much trouble.

As Susan headed out the back door and Max wandered sleepily into the kitchen, El walked over to the phone and dialed Mike's number. She was a little worried she might be waking him up, but she couldn't wait any longer. A grin spread quickly across her face as a familiar voice picked up on the other end.

"Hey, its me," she greeted, pausing to listen to Mike's groggy reply. "Shut up, it's not that early," she teased. "Maybe you were just up too late last night."

Max threw her a look and fought to stifle a laugh, knowing full well what had kept all of them up late the night before.

"Do you think you can come by Max's house? I already checked with her mom and she said it was alright. We need to talk." She paused again, listening to Mike's stumbling answer. "Great, I'll see you then."

Hanging up the phone, she turned and found Max red in the face and practically falling out of her chair, fighting to hold back laughter.

"What's so funny?" El asked, puzzled at what she might have said to evoke such an outburst.

Catching her breath, Max explained. "You never tell a guy 'we need to talk.' Those are the four scariest words a girl can ever say to a guy. 'We need to talk' usually means 'you screwed up and I'm mad.'"

A worried look crossed El's face, and she started to reach for the phone to call Mike back.

"El, it's fine," she laughed. "He'll be so relieved that you're not mad once he gets here, he'll forget all about it. You're not mad about something, right?" she asked.

"Nope," El agreed with a reassuring smile. "Not mad."

Fifteen minutes later, far less time than it should have taken Mike to

get dressed and walk over, there was a knock at the door. El was in the bathroom running a brush through her hair, so Max answered the door at let him in. As he followed Max into the living room, Mike did his best to push down the fears tugging at his mind, worried by El's invitation to come over so they could talk.

"Did she ask about us?" Mike asked, glancing down the hall, ensuring El wasn't nearby.

"Yeah, she asked last night. I told her everything. She was fine with it, happy even." she said, looking away with a blush, not ready to admit to what they had done.

"Same here, when she..." he paused, unsure if she knew El had slipped out in the night, and somehow feeling like it had been disrespectful to Max that he had sex with El when she came over.

"When she snuck back over last night?" Max asked, practically reading Mike's thoughts.

"Yeah." he confirmed with downcast eyes. "And yeah, she seemed okay with it. More than okay, really." Mike added.

El came back into the room, throwing her arms around Mike when she realized he was there. Her lips met his in a brief kiss as Max dropped into a chair, fighting a pang of jealousy, knowing she was going to have to start getting over it; she knew from the beginning this was a temporary thing. Mike and El settled onto the couch, snuggled close to one another in a moment of blissful silence. El could practically feel the tension in the air with all three of them gathered together and she took a deep breath, knowing it was now or never.

"Okay, so I know you were both a little puzzled at first when I said it was okay if you helped each other out while I was gone." El began. "You've both told me all about the things you did, and it really is okay. I'm not mad about it. In fact, I'm really happy you two are finally getting along as you always should have, maybe even a little better than that now. I appreciate the fact that you were both honest with me about what all you did. Friends don't lie, so there's something I need to tell you guys too, and I really hope it doesn't

make you mad. That first night, in the basement, and in Mike's room...I was there; I watched."

Mike and Max looked at each other, relieved that her admission wasn't something bad, but curious why she hadn't said anything when they were describing the encounter.

"When I first proposed the idea to you guys, I really did think it would just be two friends helping each other get off and not be so lonely, if you even did anything at all. But I saw the way you were, the looks and caresses, the tenderness. It was really beautiful, you guys. I can see you guys actually cared for each other. And the way you've talked about the things that happened after that night, I can see things got deeper than any of us intended."

"There it is," Mike thought. El wasn't mad about what had happened between the two of them, but she was mad that they had developed feelings for each other in the process.

"Now, I know I said this was only supposed to be a temporary thing until I got back," El continued. "I've been giving this a lot of thought, and there might be a way to keep going this going, if you guys want. Is that something you would want?"

Mike glanced at Max, before turning back to El and nodding, sheepishly. Max looked at El, trying to gauge what she was thinking. Slowly she nodded as well, ashamed to be admitting to her best friend that she wanted to continue sleeping with her boyfriend.

El gave them both a reassuring smile. "We don't have to define what all this means right now. But if you two would like to still be together from time to time, I'm alright with that on one condition; if I can join you when I'm here."

They each considered her offer for a moment, and then nodded again in agreement, both hoping they weren't coming off too eager. For Mike, it was an easy decision to continue an intimate relationship with the two people he felt more connected too than anyone else in the world. For Max, the ease at which she agreed actually surprised her. She'd never felt any particular attraction to other girls, usually she barely even got along with them. With El, something about the

idea felt different and right, in the same way she felt with Mike. She had felt it last night, leading her to lay a hand on El's arm as they pleased themselves, and she felt it again now, considering the possibilities behind what El was proposing.

Standing, El turned back to the couch and took Mike's hands in her own, pulling him to his feet.

"Promise me, you're not going to leave me for her if we do this."

"From the bottom of my heart, I promise you, I'm yours, always." Mike assured her, leaning in and sealing it with a kiss.

Max watched, realizing his devotion to El was one of the things she admired most about Mike and gave her a goal to someday look for in a partner of her own. Stepping away from Mike, El turned and pulled Max to her feet.

"Max, can you promise me you're not going to steal Mike away from me if this continues?"

"El, you are my best friend and I would never do anything to hurt you. I promise, whatever happens between the three of us, I will not steal Mike away from you."

El pulled Max in for a hug, once again appreciative of her honesty. Blushing nervously, El asked, "Max? Can I kiss you?"

Turning a deep crimson to rival her hair, Max nodded, her heart suddenly pounding furiously in her chest. Leaning in slowly, eyes closing, El pressed her lips softly against Max's. For a moment, the contact was stiff and hesitant, new and out of character for both of them. All at once, the tension broke and they each softened against the other's touch, their arms pulling each other closer.

"Whoa," Max gasped, catching her breath as they separated.

"Yeah," El breathed with a shy smile, before leaning in for another peck.

Mike stared in astonishment, not quite believing what he was seeing. It was like something out of a secret dream, his girlfriend and her

best friend - who he happened to also be involved with - were kissing each other with increasing passion as he stood there and watched. Both were clearly enjoying the connection building between them, and Mike was painfully aware of the tightness growing in his shorts.

Breaking the kiss, confident in where she wanted things to go, El reached out and took hold of Max's hand before turning to Mike and taking hold of his. Without a word, she led them down the hall to Max's room. While she could have chosen her own, there was something exciting about Max's bed, where they had each been intimate with her on separate occasions. Once they were in Max's room, however, no one was quite sure what to do next; they all wanted this, of course, but had no idea how to proceed.

"So how will this work, we just all take turns? Or..." Mike asked, breaking the silence but then trailing off as he realized he didn't have much of an answer either.

"We figure it out as we go" El finally said.

Deciding to take a chance at being bold, Mike lay down in the middle of Max's bed, then held out his arms for both girls to join him. Relieved that a decision had been made, the girls threw each other a smile then joined Mike, each laying down on opposite sides of him. With arms around both girls, Mike turned his head first to the right, bringing his lips to El's, kissing her with a fevered passion that far exceeded their normal intensity. Breaking away, and taking that first bold step with his girlfriend actually present, Mike turned and pressed his mouth to Max's, their lips parting and tongues entwining as familiar lovers.

In reassurance, El pressed her lips to Mike's neck, attacking the soft skin with vigor, her forehead resting against Max's hot cheek. El could feel their movement against one another, and already she could feel the heat rising between her legs. Like Max, she had never really considered the idea of being with another girl before all this. While she didn't have the usual societal hangups about such a pairing, the idea just didn't strike her as all that appealing. With her best friend, however, she found the idea both bold and exciting. Maybe it was the fact they were sharing Mike, maybe it was something else she couldn't even put her finger on yet, but in either case, she found

herself excited beyond words at the possibilities the day held.

As Max broke her lips away from Mike, in desperate need to catch her breath, El was right there to meet them with her own. She kissed Max with a passion she assumed she would only ever have for Mike, their lips slowly parting, tongues meeting with hesitation before darting deeper in their partner's mouths. Mike lay there, his hands gently stroking both of their backs, still not believing the turn his life had taken. A month ago, he was nervous to even be in the same room as Max, and now he was lying in her bed while she and El were making out just inches above his face.

Feeling more relaxed, Max leaned back and pulled off her shirt, revealing the simple gray sports-bra she had been wearing overnight. El followed suit, peeling off her own t-shirt, revealing the fact that she had foregone a bra entirely. Not to be left behind, Mike joined them, shedding his own shirt before laying back, pulling both girls down with him. Lips passed one to the next, connecting for a few, brief seconds, tongues playing off one another, before moving on; Mike and Max, Mike and El, Max and El, occasionally the three of them meeting all at once. Mike wrapped his arms tighter around both, hands reaching each girl's chest. With his right, he gently cupped El's breast, fingers softly playing across one firm nipple. With his left, Mike slipped practiced fingers beneath the hem of Max's bra, wrapping them around the precious treasure within.

As they kissed again, inches before his eyes, Mike rolled a nipple firmly between his fingers on each hand. Each girl moaned into the other's mouth, panties dampening with each passing moment. Curious just how far El was willing to take things, Mike decided to move another step forward.

"Ladies first," he suddenly announced, slipping down the bed between the two girls.

Max and El gave each other a puzzled look, wondering just how he planned to take care of both of them at once as he appeared to be proposing. They each rolled onto their backs, scooting closer, side by side. Mike worked quickly, alternating between girls, undoing buttons, lowering zippers, sliding shorts down firm, sun-kissed legs. Those were swiftly followed by two pairs of panties, a simple white

pair for Max, a bold and lacy black pair for El; the ones she knew drove Mike wild. He looked up to throw El a devilish, knowing grin, only to find her mouth once again occupied with Max. The image was so sexy, he found his hips flexing of their own accord, his stiff cock grinding against the mattress.

"Not yet," he muttered to himself in chastisement.

Mike kissed his way up both sets of legs, inching closer to their waiting pussies, feeling the moist heat on his face as he neared. El would always be first in his heart, so he started there, diving his eager tongue into her soft folds, causing her to moan against Max's mouth. He started slow, alternating long wide strokes with teasing flicks across her clit, soon eliciting a rise and fall of her hips to meet his advances. While his mouth serviced El, his hand sought out Max, teasing her pussy with outstretched fingers before plunging one deep inside. Soon enough, she too was falling under his spell and Mike added a second probing finger while playing his thumb around her swollen clit.

El was just beginning to feel her breath quicken, when suddenly Mike's mouth was gone, quickly replaced by fingers as he switched to pay Max some attention. Still, he managed to keep her high on the peak, her hips thrusting up to meet the curl of his fingers. Meanwhile Max's core was on fire as Mike worked his mouth over her, his tongue teasing at her engorged clit, his teeth gently nibbling, drawing out deep moans. She could feel her climax approaching when he was suddenly gone again. Back and forth he switched, alternating between mouth and fingers on both girls, drawing them rapidly up toward the crest. Each time they drew closer, only to have him leave just moments before they made it. Max and El still had their faces close together, though they were too lost in the moment to keep their lips together any longer.

Mike brought his lips back to Max's dripping cunt, flicking his tongue rapidly over her clit when she suddenly spilled over. With a deep groan of pleasure, her hips bucked hard against his face. As she rode out the storm, Mike kept at it with gentle, slow strokes to prolong the climax. Returning his mouth to El, he found she too was on fire, eager for her own release and turned on to the point of delirium as she held Max's hand through her orgasm. It only took a few passes of

Mike's tongue to take her the rest of the way when El climaxed, cumming hard, drenching Mike's face in her sweet juices as she cried out his name.

As both girls came down from their high, Mike was painfully aware of how wet his own boxers suddenly were, his cock leaking a steady stream of precum. Still, he fought the urge to provide his stiff member any attention, knowing - or at least hopeful - that the girls would be returning the favor shortly. Crawling back up between them, Mike lay back and turned to El who attacked his lips with a fevered passion. Max pulled herself across his chest, eager to get in on the embrace, bringing her lips hungrily along side El's. The girls could taste themselves, and each other, all over Mike's cheeks and once again, it surprised each of them how much the idea turned them on.

"Was that good for you?" Max asked, laying her head on Mike's chest and looking up at El.

"Mm hmm," El nodded, still riding her euphoric bliss.

"Want to help me thank him?" Max continued, already scooting her body down the bed.

El looked deep into Mike's eyes, reading the desire he wasn't even attempting to hide. Planting one more quick peck to his lips, she slid down the bed, joining Max near Mike's waist. As El worked to undo Mike's belt, Max lowered his zipper, and together they slid his shorts down and off. Eagerly, El reached up and grasped his boxers, lowering them down his legs as well.

"You're not going to steal those ones too, are you?" Mike asked, a gentle tease.

El blushed a deep red, casting Max a quick glance and hoping she didn't ask what Mike meant. Thankfully Max was already eyeing his stiff cock, anxious to pay him back and, if she was honest with herself, feeling just a touch of competitive jealousy. She was the outsider in this new relationship, and she wanted to make sure she proved she was in it all the way. Leaning in close, she ran her tongue slowly up his shaft, planting the lightest kiss as she reached the tip.

No sooner had her mouth left, than El's tongue followed a similar path, kissing the head just a little longer. Back and forth they alternated, running up the length of his cock and sinking their lips just a little deeper each time.

Taking control for a moment, Max sank her mouth deeper, bobbing her head and drawing a shuddering moan from Mike. Letting Max have her moment, El dropped her mouth lower again, running the tip of her tongue gently along any exposed skin each time Max withdrew. With a free hand, El took hold of Mike's balls, giving them a firm but gentle roll as they worked him over. When Max finally pulled back, Mike's cock flopping out of her mouth with a wet plop, El was right there to sink him deep, jabbing at the back of her throat but holding back just enough to keep from gagging. After a few bobs of her own, Max's mouth was back, wanting another turn.

Back and forth they alternated, one bobbing deep on his cock as the other attacked with her tongue. Mike's head was thrown back, his eyes closed, lost in the moment and never sure who's mouth was wrapped around him at the moment. As his own orgasm approached, his hips began to rise from the bed, thrusting ever harder at the wet lips and waiting tongues.

"I'm close," Mike breathed, as El sank deep on his cock, the top of her throat gripping the head.

She had a decision to make, how best to finish Mike off. She could tell by his quick, shallow breaths and the tensing of his hips, he was right on the brink. A few quick bobs and he would be there, but she couldn't decide if she should keep it all to herself, or let Max take this one. Max had gotten to do this more recently than she had, and it gave El a deep thrill when Mike came in her mouth, barely swallowing one mouthful before another blast hit her throat. Still, the whole point of this was a shared experience, and El suddenly decided just how she could do that.

Pulling back, El kept just the head of Mike's cock between her lips, her tongue swirling around the tip as she worked her hand up and down his shaft. Max leaned her head in close, thinking it was her turn again, though El kept her mouth where it was.

"I'm..shit..I'm there," Mike swore, losing himself to the feeling, knowing El's technique even without looking.

At the last moment, El pulled her mouth off and stroked the full length of his cock as Mike came, a thick, hot glob of semen splattering her upper lip and across her cheek. Stroking him vigorously, El aimed him slightly to the side, his next blast hitting Max across the cheek and into her astonished mouth. Back and forth El aimed him, glazing their faces as Mike's orgasm died away, each of them dripping by the time he was done.

"Holy shit," Max exclaimed, surprised at the unexpected finish.

El gave her a sly grin, leaning in for a quick, gooey peck on the lips before sliding her way back up to lay down next to Mike. Max could only watch in shock as they began to kiss, Mike alternating between her lips and her cheeks, cleaning his deposit off her soft skin and sharing it as their mouths came back together. She was starting to realize the two of them had more of an adventurous side than she had given them credit for - more so than she and Lucas ever had - but even after an experience like that, the tenderness remained between them. It wasn't just about getting each other off, it was about sharing a moment together.

As she watched the two of them together, she started to get that third-wheel feeling, wondering if she really had a place with them or deserved to be a part of it. Leaning down, Mike reached out a hand and took hold of hers, gently pulling Max up to join them. El's face thoroughly cleaned, Mike turned his attention to Max, gentle kisses and strokes of his tongue clearing away his cum. He gave her a smile, not forcing a kiss and letting her decide if she wanted share it or not. Reassured, Max leaned in and pressed her mouth to his, their tongues meeting. El joined in, helping clean her up, their lips occasionally meeting as well.

Finally deciding they had gotten it all, the three of them laid back again, catching their breath and tangled in each others arms. El nervously chewed at her lip, something she wanted to ask for, but knowing it was a much bigger step than they had taken so far. Taking the plunge, she decided to just ask for it outright.

"Mike, watching you two the first time was really beautiful, and I want to watch you with Max again, in person this time. Would you do that? Will you make love to her for me?"

"Are you sure?" Mike asked, a little surprised she would want to watch something that intimate without being involved.

"I'm sure," El agreed, her pussy already getting slick with excitement at the idea.

"Alright then, I would love to. If you're okay with it too, Max." he added.

Max nodded eagerly, no longer trying to hide her enthusiasm; she got another moment just with Mike. It was something she had resigned herself to never having again, just a few hours earlier. True, El would be there watching, hopefully enjoying what she saw, but for Max the real thrill of the moment was Mike. As Mike got to his knees, El rolled off to the side, allowing Max to settle on her back in the middle of the bed, pulling off her bra as she did so. Getting between her legs, Mike grabbed hold of his cock and swiped it up and down the slick lips of her labia, coating the head with her considerable wetness. Lining up and catching her eyes with his own, Mike sank deep into Max's tight pussy, bottoming out in one smooth motion.

Max let out a low, shuddering moan; she could living a thousand years and not get over how good that felt. She gazed back into Mike's deep brown eyes, the whole world fading away as he leaned down and began to thrust into her with long, slow strokes. Her hips rose gently to meet his, a deep warmth spreading threw her whole body. Bringing his head close to hers, Mike buried his face in her neck, kissing her soft skin, nibbling at her collarbone. Urging him closer, wanting to melt into him, Max brought her hands around his back, palms flat, feeling the flex of each muscle beneath her fingers as he pulled her onward toward her next orgasm.

El lay to the side with rapt attention, drinking in the scene. It had been amazing to watch, when she found them through the void. Witnessing it in person was something else entirely. The looks on their faces, each time their eyes met, sent a thrill up her spine. Mike and Max had practically forgotten she was there, so lost in each

other, and she couldn't be happier for them. She had chosen her words carefully, asking Mike to make love to Max, and that's just what they were doing. There would be time enough later for more spirited encounters with two or all three of them, but for now, this moment was about them. As badly as she wanted to reach out and place a hand on Mike, she held back, burying her fingers instead in her dripping pussy. A climax was already begging for release, but she held herself back, determined to cum along with them.

As her breathing quickened, Max pulled Mike in tighter, her fingers curling and her nails digging into his back. Mike let out a low groan, practically a growl, and flexed his back tighter against the stabbing points of pain. With El, they were always careful not to hurt one another, knowing if El lost control in a moment of passion she could seriously injure him. With Max, he was finding he could embrace it, the minor pain spurring him onward. He thrust harder and heard Max's breath pick up pace, already getting familiar with the signs when she was getting close.

"Mike," she breathed, tilting her hips, willing him deeper.

"Max, hang on, I'm close," he said, wanting to go over the edge with her.

"Okay," she nodded, breathless, the feelings quickly growing to great to hold back.

"Mike. Mike...I can't. Mike," she squealed, her body on fire, her pussy spasming hard around his cock.

"Max," Mike moaned, giving one final thrust before firing a thick stream of cum deep inside her. He thrust again, coating her with another load, her tight walls milking him of every last drop.

He buried his head against her shoulder, out of breath, body alive with electricity, Max's own hot breath against his ear.

"Mmmm...aaaaarrrrahhhh," El let out, practically a scream as she came hard, reminding them she was still there.

Two pairs of eyes shot over in time to see El climax hard. Her eyes

were shut, face scrunched in concentration. Her body was balled up, fingers of one hand pulling furiously at a taut nipple, her other hand frantically working her clit, juices pouring around her fingers. Opening her eyes again, she saw she had an audience and that trill seemed to renew the strength of her orgasm. She hadn't meant to be so loud, not wanting to interrupt their moment but she had been unable to help herself. Max reached over with one hand, wrapping it around her shoulder. Mike, seeing what she intended, reached over as well and wrapped an arm around El's waist. Together they pulled her over, tight to their sides and wrapped themselves around her as she continued to shudder through the last of her climax.

All were too breathless to meet for more than a simple peck, their hearts pounding and bodies misted with sweat. Mike settled between them again, rolling to his back and pulling an arm around both girls, holding them close and unsure quite what to say about all that had passed between them. For a few minutes, they lay there in blissful silence, but El knew she wanted more. There was no telling how many chances like this they would have, especially with the rest of the party returning soon, and not long after that she would be heading back to the Byers'.

Letting her hand drift slowly down Mike's stomach, El was surprised to find Max's hand already there, toying gently with Mike's cock. Catching eyes with her best friend, she smiled and wrapped her hand around the Max's. Together they stroked him, trying to coax life back into the soft member. Mike looked first and Max, then at El and gave a small laugh.

"You two are going to kill me," he grinned.

In truth, he wasn't done either, he only needed a minute to rest. The spirit was willing but the body needed time to catch back up. El thought for a moment how they might encourage him and an idea came to her. Leaning across Mike's chest, she brought her lips close to Max's ear and whispered a suggestion, careful to keep her voice low so Mike wouldn't hear. Max's face flamed a deep red blush, before nodding a shy "yes."

"Mike, sit over there," El ordered, pointing to the chair at Max's desk.

Confused but intrigued, Mike did as he was told and crossed over to the desk, pulling out her chair and turning it to face the bed. Meanwhile, El and Max engaged in a quick, whispered conversation, before El lay down in the middle of the bed. Thinking they were going to make out in an attempt to get him hard again, Mike was unprepared when El gave Max a smiling nod, and Max straddled her face before laying down, her own mouth now just inches from El's pussy. As she contemplated the sight in front of her, still building up her nerves, Max suddenly let out a surprised yelp as El darted her tongue forward, grazing her lips before pressing it between her soft folds.

Leaning in close, Max returned the favor, her tongue slipping between El's lips and seeking out her clitoris. Light flicks alternated with long, slow strokes, causing El to moan against Max's pussy, her tongue getting more enthusiastic. Slipping her arms around El's legs, Max spread her lips wider, getting her mouth in deep to suck on El's swollen nub, slipping a finger into her tight cunt at the same time. She wasn't entirely sure what all she should be doing, but the steady rise and fall of El's hips encouraged her she was on the right track.

At the other end of the bed, El was already having difficulty focusing, getting lost in the moment. Max would do something to make her moan, and her moaning into her best friend's pussy would only encourage her more, resulting in a most pleasurable feedback loop. She could still taste Mike, and the creamy deposit he had left minutes earlier. While El had never done this before, she decided the best idea would just be to do everything she liked Mike doing to her. Fingers explored, tongue danced and lips gave gentle suction, all eliciting groans of pleasure from Max. Sucking Max's clit hard between her teeth, El gave the delicate nub a gentle nibble, causing the girl to press back, grinding hard and flooding her face with slick juices.

Watching from the chair, Mike couldn't believe his eyes. El, his girlfriend who he loved more than anything in the world. Max, her best friend and the girl El had granted permission for him to be intimate with as well. Here they were, together on Max's bed, their faces buried deep in one another's pussies, oblivious to the fact that he was even still there. Over the pounding of his own heart, the room

was alive with deep moans, surprised squeaks and tongues meeting moist flesh. He knew there was a good chance he would never witness something so mind-numbingly erotic the rest of his life. His cock was hard as steel again, and though he badly wanted to touch it, or to join the girls on the bed, he held strong to his willpower and let the scene play out.

"Max," El moaned, lifting her lips from her friend's pussy for a moment. "Max, suck my clit. Hard." she begged.

Barely hearing, on the verge of cumming, Max obliged and pulled El's clit firmly between her lips, applying a gentle pressure as she sucked the firm flesh.

"Just like that," El added. "I'm almost..."

Before she could get the words out, El came again, a deep squeal forcing out of her lips as she ground her pussy hard against Max's mouth. The redhead switched to lapping strokes and slowed the movement of her fingers, her face soaked as she drew out El's climax. Desperate for her own release, Max ground her hips back against El, humping her cunt hard against El's fingers.

"El, please, I'm so close. Faster. So close." Max breathed.

All at once, her whole body stiffened, a flood of juices running down El's chin as Max's orgasm shook through her. She felt like she was turning inside-out and never wanted the moment to stop. Lucas had been alright when he went down on her, Mike was plenty skilled, but neither of them could hold a candle to El, who seemed to know exactly what Max needed, at the moment she needed it.

Not pausing to take a breath, Max swung around, still on top of El, and kissed her with a furious passion. She needed more of El, both of them really, but El was who her arms were around at the moment. El reciprocated, wrapping her arms around Max, pulling her in close and kissing her deeply. Their tongues met, swapping the flavors of their pussies. Their faces were drenched, their bodies slick with sweat but they didn't care. As they moved against one another, their pussies met and they quickly found themselves flexing their hips in a steady rhythm, the friction heating them all over again.

Unable to contain himself any longer, Mike crossed back to the bed and climbed up, kneeling to the side of the girls. Feeling the motion, El opened her eyes briefly and caught his, giving him a gentle nod before sliding them closed again, getting lost in Max's embrace. He thought for a moment about where he fit in with this latest development, before crawling down the bed to kneel between their legs. As she ground steadily against Max, Mike pressed his cock against El's pussy and slipped inside, his own thrusts matching pace with theirs. El practically screamed into Max's mouth at the effect of their combined assault on her pussy.

Max could feel Mike behind them, but wasn't entirely sure what he was doing, aside from the fact it was something driving El wild. She was about to lift her head and look back, when Mike pulled out of El and slid his cock deep into Max, barely breaking their rhythm as he did so.

"Fuck," she moaned, understanding El's reaction.

Mike did his best to keep things even, a few thrusts for Max, then a few thrusts for El, before returning to Max again. He could feel the heat radiating off them, their bodies alive with desire.

"Mike, out for a second," El ordered, wrapping her arms tightly around Max.

As Mike pulled his cock free of El, the pair lifted impossibly off the bed and flipped over, settling again with El on top. She swiped quickly at her nose, clearing a trace of blood before resuming grinding against Max, now able to apply more pressure with each flex of her hips. Mike joined in again, sliding effortlessly into El, picking up where he left off. He thrust hard, adding his own momentum to hers and together they were pulling Max up to the edge again.

Feeling adventurous, Mike grabbed El's ass and gently spread her cheeks, pressing a finger to her rosebud. She let out another moan, leaning in tighter to Max. Lifting the finger to his mouth, Mike got it slick with spit and then pressed the tip gently back in place. Desperate for what he was offering, El pressed back against his finger, frustrated as he kept it just out of reach.

"Do you want it?" Mike asked, teasing.

"Yes," El moaned, straining to reach more of his finger.

"Tell me, then. Tell me what you want."

"Please," El whimpered between thrusts. "Please. Finger. My ass."

The gentle teasing over, Mike began to ease his finger in, a little at a time with each thrust. El reveled in the full feeling, her mind going wild with pleasure. She was getting close but not didn't want to reach the peak just yet.

"Roll over," she ordered again, grabbing Max in a tight embrace and shifting onto her back, without the help of powers this time, too far gone for the focus that would have taken.

Mike pulled his cock out of El's sopping pussy, and his finger from her ass so they could complete the roll. As they settled again, with Max now on top, Mike slid back into Max, giving her pussy some much needed attention again. The girls resumed grinding, El ducking her head and gently nibbling at Max's nipple.

"Do you want Mike to finger you, too?" El breathed, encouraging her friend to try.

Max nodded, nervous but lost in the throws of passion.

"Ask him," El prompted.

"Mike, please, finger my ass." Max begged, her body flooding with desperation.

Mike took it slow, wetting a finger carefully and then slowly sliding it into her tight, quivering ass. The feeling was incredible, fuller than anything she had ever felt.

"More," she moaned.

Mike wasn't positive she even knew what she was asking, but he pulled his hand free, wetting another finger and slowly entered her ass again with both fingers. Max moaned, deep and long. Her pussy

was full of Mike's cock, her ass was full from his fingers, her mouth was full of El's tongue, and her clit was being ground firmly by El's. She was lost in a heaven she never wanted to leave. She tried to speak, begging for more, for both to go harder and faster, but no words would come, just another moan.

Max's breath came rapid and shallow, her body stiffening at the release that was just out of reach. All at once, El gave her nipple a firm roll between her fingers, and Max lost all control. She let out her breath in a long, slow moan as Mike thrust away at her pussy. She gushed forth a warm shower of juices, drenching El and Mike both. Her body continued to shudder, the orgasm trailing on so long she started to run low of breath, before finally starting to fade away.

Max was a limp, quivering mass as Mike slowly pulled out of her and laid her down gently in the middle of the bed, cuddled safely between his own body and El's. As her shaking subsided, she found there were tears pouring down her cheeks. She wasn't sure she had ever been this happy, or felt this complete, in her entire life.

"Thank you," she whispered, her breath still shaky. "Thank you, El."

"You're welcome, Max," she whispered back, planting a soft kiss to her lips.

Max rolled her head the other way, still riding her high, and continued. "I love you, Mike."

Mike glanced at El, worried they were finally crossing a line too far, but she smiled back and gave a gentle nod.

"I love you too, Max" Mike said, pressing his lips to hers.

They cuddled for a few more minutes until Max drifted off to sleep, exhausted and satisfied.

El stared lovingly at Mike and whispered, "My room?"

Mike nodded, and then quietly slipped out of Max's arms. They pulled the soaked comforter out from underneath her and wrapped her up in a warm, dry blanket before slipping into the hall and over to the guest room so they didn't disturb her sleep. For a few minutes they

lay together, arms tight around one another, lips meeting in tender kisses. The day had been her idea, and she didn't regret a moment of it, but there was something she needed now, to balance out the experience.

"Mike, I need you to do something for me," El began, her eyes rising to meet his.

He recognized the look, part of the give and take of their relationship, and it was something they had discovered quite by accident.

"What do you need?" he asked, knowing full well but making her say it out loud.

"You made love to me last night, and you've been very sweet all day, but now..." she trailed off.

"I need to hear you say it," Mike repeated, enjoying being able to toy with her for just a moment.

With a deep sigh, El looked him square in the eyes and said, "Mike Wheeler, I need you to FUCK me."

"El, I would be more than happy to fuck you," Mike said, bringing his lips to hers with vigor, pressing her back against the mattress as he did so.

She lay back, settling comfortably, anxious for what only Mike could do for her. She had spent years escaping her past, growing and becoming the girl she was now, but in some ways she had almost done too well. Eleven had been a terrified girl the day she stepped out of the lab and into a world she knew nothing about. El was who that little girl had become; strong, confident, sure of her own strength and ready to defend those she loved. There wasn't a situation she couldn't handle.

Once in a while, though, El had a burning need to not be the one in charge. Not dominated, exactly, just not calling the shots, and there was nobody but Mike that she trusted to walk that fine line. She had spent all day - the last two days, really - orchestrating the encounter

the three of them had shared. She was confident Mike and Max could keep each other happy, while not leaving her behind. El wanted Mike to be happy, of course, but she had her own reason for the arrangement as well, one she wasn't quite ready to share with them yet. She didn't regret a thing they had done, and very much wanted to do all of them again, but for the moment she needed to not be the one in control.

Straddling her chest, Mike positioned his cock just beyond her lips, his eyes meeting hers. He didn't need to speak a word, she knew what he wanted and she was ready. Leaning her head forward, El wrapped her lips around his shaft, her tongue enveloping the head, teasing his most sensitive spots. Bracing one hand on the wall for support, Mike wrapped his other hand around the back of her neck, supporting her head but not forcing it as she bobbed her lips and he gently thrust to meet her advances. He knew there was a delicate balance in how far he could take things. He was in charge, but she could rip that power away in an instant, and had before, if he got carried away and out of hand.

Deciding she had him wet enough, Mike pulled back, El's tongue trailing behind as she reached for one last taste. Crawling down between her legs, Mike took hold of his cock and began to nudge gently at her folds. He could feel the heat rising from her pussy, still desperate for release after their last encounter with Max. He probed teasingly, El's hips rising to meet him as he carefully held himself just out of reach. Swiping along her lips one more time, Mike looked deep into El's eyes and leaned forward, sinking the full length of his cock into her tight cunt in one swift motion.

El let out a low moan, almost cumming right then as he filled her and began to thrust. She held his eyes, straining to focus as he pulled out slowly, and then slammed back deep, his pubis grinding against her clit each time.

"That was pretty hot, you know," Mike said in a low, deep voice. "You're pretty face, buried deep in your best friend's pussy."

"You liked that?" she asked, gasping between each thrust, "I thought you might. I have a secret. I liked it too."

Mike leaned down, taking hold of both her hands and bringing them above her head. Supporting himself with one hand, Mike pinned her wrists against the mattress with the other and leaned in close. His eyes just inches above hers, Mike watched the pleasure that streaked across her face each time he thrust his hips, heard the sharp intake of breath when he hit her core just right. He could tell she was already far along, but he wasn't through with her just yet.

Releasing her hands and sitting back, Mike pulled out.

"On your knees," he instructed.

El complied, getting on all fours, resting on her forearms, her face buried in a pillow. She gave her ass a seductive wiggle at Mike, and then gasped as he entered her again. Grabbing hold of her hips, he settled into a steady rhythm, thrusting deep, thrusting hard, pulling her hips back to meet him. Each thrust pulled a sound from her throat; a gasp, a moan, a squeal. She nearly spilled over when Mike wrapped one arm further around her waist, his fingers seeking out her clit. His other arm snaked its way up her torso, seeking out one perfect breast, squeezing gently, fingers toying with her firm nipple.

Normally Mike wasn't a fan of this position, wanting to keep his eyes on hers, reading her pleasure, gauging her reactions. When they made love, that connection meant everything to him. When he was fucking her, he could bend his own rules just a little, playing around with a few more positions. He would still be watching her when she came, though, that was something he refused to do without. For now, Mike continued to pound away at El's soaked pussy as she ground her face hard into the pillow, barely muffling the sounds of pleasure escaping her throat.

"Mike," El squeaked. "Mike, I'm close."

"Not yet El," Mike chastised softly. "You have to hold on, until I'm there too."

"Please," she said sweetly, panting hard.

"No El, you know the rules."

El groaned, grinding her hips back hard against Mike. She knew she could cum if she had too, Mike wouldn't be mad or anything, but it was all part of the dance. He was in charge, he would tell her when she could cum, and she would do everything in her power to hold on until then. Mike pulled out, giving her a moment of respite, and guided her onto her back again. He grabbed her knees, pushing them up and to the sides of her chest and held them there until El took hold. Spread wide for him, Mike entered her deeper than she thought possible, filling her, a shudder running down her spine as she desperately held herself back. Mike worked over her nipples with one hand, another teasing at her clit. He pounded away at her pussy, rapidly sprinting toward his own finish.

El was riding on the edge, her pussy dripping around Mike's cock. No longer muffled by the pillow, her pleased cries echoed throughout the room and she knew she couldn't hold much longer.

"I'm right there El." Mike breathed. "Do you want to cum?"

"Yes," she moaned.

"Tell me. Tell me you want to come."

"Please Mike. Please let me come." El whispered, her voice breaking.

Mike looked down at El, at her pleading eyes, and gave a gentle nod. El came hard, a deep moan rising in her throat, quickly growing to a scream as her pussy pulsed around his cock. Her back arched, nearly to the breaking point, as she rose up to meet him. Mike continued his assault on her clit, electric tingles running from her toes to her hair.

"Mike," she cried out, "Mike. So good. Slow...too much."

Mike came hard himself, wave after wave of hot cum filling her pussy, mixing with her juices. The feel of his climax, flooding her cunt, sent El over again, her whole body shaking.

"Miiiiikkeee..." she squealed, her pussy squirting, drenching them both.

Falling to her side and wrapping his arms tight around her, Mike's mouth found its way back to El's, their lips meeting with a deep

longing. Their skin was hot to the touch beneath exploring fingers as they held each other. Slowly they came back down from the high, their bodies nestling together, El's head on Mike's chest.

"Thank you," she whispered. "I really needed that."

"You're welcome, El. Any time."

On the other side of the wall, Max's fingers were working furiously between her legs. She couldn't believe she even had it in her to cum again, but the intense sounds coming from the next room had gotten her going all over again. Two fingers were buried deep in her pussy, her other hand working over her clit, teasing hard. El's squeals were still ringing in her ears as Max orgasmed, moaning into her pillow as she pictured the couple in the next door. She was now entirely spent, drifting back to sleep moments before Mike and El slipped back into the room, curling up on either side of their friend. They would eventually have to get cleaned up, but they were in desperate need of a nap first.

"I love you Mike." El whispered, leaning across Max to press her lips to his one more time.

"I love you too, El. Today, tomorrow, and always"

With that, they drifted off, a tangled trio of lovers.

AN: So there we have it. Our trio has finally come together...and cum together. This chapter took a lot longer to bring together than I would have liked, though at just over 9000 words, it is also by far the longest I have written. Thanks to everyone who sent words of encouragement as I worked on this, and for everyone's patience as I got this together.

I need a short break after this chapter, but don't worry, there is still plenty more to go.